Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: CHARLES H HOOD FOUNDATION	A Employer identification number: 04-3507847
Number and street (or P O box number if mail is not delivered to street address): 95 BERKELEY STREET SUITE 208 — Room/suite	B Telephone number (see instructions): 617- 695-9439
City or town, state, and ZIP code: BOSTON, MA 02116	C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 54,507,753.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ______ (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	639,154.	612,251.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	723,726.			
	b Gross sales price for all assets on line 6a 4,699,911.				
	7 Capital gain net income (from Part IV, line 2)		723,726.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,405,414.	1,385,102.		STMT 1
	12 **Total.** Add lines 1 through 11	2,768,294.	2,721,079.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	99,284.	49,642.		49,642.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 2	81,843.	81,843.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	49,167.	9,167.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	195,428.	95.		195,333.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	425,722.	140,747.		244,975.
	25 Contributions, gifts, grants paid	2,429,500.			2,429,500.
	26 Total expenses and disbursements Add lines 24 and 25	2,855,222.	140,747.		2,674,475.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-86,928.			
	b **Net investment income** (if negative, enter -0-)		2,580,332.		
	c **Adjusted net income** (if negative, enter -0-)				

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8 Ne

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	521,138.	506,780.	506,780.
2	Savings and temporary cash investments	1,230,185.	673,100.	673,100.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶	NONE		
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 5	28,680,602.	42,474,259.	53,327,873.
c	Investments - corporate bonds (attach schedule)	8,866,932.		
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶	NONE		
12	Investments - mortgage loans	NONE		
13	Investments - other (attach schedule)	2,683,735.		
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	1,710,823.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	43,693,415.	43,654,139.	54,507,753.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	43,693,415.	43,654,139.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	NONE		
30	Total net assets or fund balances (see instructions)	43,693,415.	43,654,139.	
31	Total liabilities and net assets/fund balances (see instructions)	43,693,415.	43,654,139.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	43,693,415.
2	Enter amount from Part I, line 27a	2	-86,928.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	101,338.
4	Add lines 1, 2, and 3	4	43,707,825.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	53,686.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,654,139.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,699,911.		3,976,185.	723,726.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				723,726.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 723,726.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,482,248.	53,250,132.	0.046615
2010	2,238,194.	50,546,753.	0.044280
2009	2,719,378.	46,169,806.	0.058899
2008	2,977,472.	54,769,725.	0.054363
2007	2,771,732.	61,465,184.	0.045094

2	**Total** of line 1, column (d)	2	0.249251
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049850
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	53,084,393.
5	Multiply line 4 by line 3	5	2,646,257.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25,803.
7	Add lines 5 and 6	7	2,672,060.
8	Enter qualifying distributions from Part XII, line 4	8	2,674,475.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	25,803.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	25,803.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	25,803.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 43,023.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c 10,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	53,023.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	27,220.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 25,804. **Refunded** ▶		11	1,416.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ TMFGRANTS.ORG/HOOD

14 The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (617)695-9439

Located at ▶ 95 BERKELEY ST. SUITE 208, BOSTON, MA ZIP+4 ▶ 02116

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	[ ] Yes [X] No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes [X] No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE OF TRUSTEES	TRUSTEES 1	99,284	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total Add lines 1 through 3 . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	51,842,302.
b	Average of monthly cash balances	1b	2,050,483.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	53,892,785.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	53,892,785.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	808,392.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,084,393.
6	**Minimum investment return** Enter 5% of line 5	6	2,654,220.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	2,654,220.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	25,803.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	25,803.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,628,417.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,628,417.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,628,417.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,674,475.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,674,475.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	25,803.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,648,672.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,628,417.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,672,055.	
b Total for prior years 20 10 ,20_____, 20_____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 NONE				
b From 2008 NONE				
c From 2009 NONE				
d From 2010 NONE				
e From 2011 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 2,674,475.				
a Applied to 2011, but not more than line 2a			2,672,055.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				2,420.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,625,997.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 NONE				
b Excess from 2009 NONE				
c Excess from 2010 NONE				
d Excess from 2011 NONE				
e Excess from 2012 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc , Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

SEE STATEMENT 8

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE-CHARITY	NONE	PC	PROVIDE GRANTS - SEE ATTACHED	2,429,500.
Total . . . . . . ▶ 3a				2,429,500.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	639,154.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	723,726.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b HOOD FOUNDATION ST			1	1,385,102.	
c FEDERAL TAX REFUND			1	20,312.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,768,294.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 2,768,294.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] | 10-6-2013 | ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Cyril E Cromley	[signature]	08/08/2013		P01237699

Firm's name ▶ BANK OF AMERICA, N.A. — Firm's EIN ▶ 94-1687665

Firm's address ▶ P O BOX 1802
PROVIDENCE, RI 02901-1802 — Phone no

CHARLES H HOOD FOUNDATION 04-3507847

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HOOD FOUNDATION STATE STREET BANK ACCT	1,385,102.	1,385,102.
FEDERAL TAX REFUND	20,312.	
TOTALS	1,405,414.	1,385,102.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE STREET ACCOUNT EXPENSES	81,843.	81,843.
TOTALS	81,843.	81,843.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,258.	2,258.
EXCISE TAX - PRIOR YEAR	20,000.	
EXCISE TAX ESTIMATES	20,000.	
FOREIGN TAXES ON QUALIFIED FOR	6,113.	6,113.
FOREIGN TAXES ON NONQUALIFIED	796.	796.
TOTALS	49,167.	9,167.

CHARLES H HOOD FOUNDATION 04-3507847

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ASSET FEES	95.	95.	
MASSACHUSETTS AG FILING FEES	515.		515.
HRIA PERSONNEL AND INDIRECT CO	117,766.		117,766.
PRINTING/ COPYING	58.		58.
STATIONARY AND SUPPLIES	148.		148.
POSTAGE/SHIPPING/COURIER	104.		104.
MEMBERSHIPS/CONFERENCES	7,879.		7,879.
PROFESSIONAL SERVICES	1,406.		1,406.
MISCELLANEOUS EXPENSES	2,236.		2,236.
ANNUAL MEETING	56,061.		56,061.
REVIEW COMMITTEE EXPENSES	6,924.		6,924.
TRUSTEE REIMBURSED EXPENSES	2,236.		2,236.
TOTALS	195,428.	95.	195,333.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED BANK OF AMERICA		19,818,638.	25,679,219.
SEE ATTACHED STATE STREET		22,655,621.	27,648,654.
	TOTALS	42,474,259.	53,327,873.

CHARLES H HOOD FOUNDATION
04-3507847
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	262436 790	262,436 79	262,436 79
00206RAR3	AT&T INC	150000.000	153,943 50	184,054 50
002824100	ABBOTT LABS	3400 000	194,335 50	222,700 00
0075W0817	CAMBIAR SMALL CAP FUND	12779 553	200,000.00	238,210 87
037411105	APACHE CORP	1700.000	205,313 42	133,450 00
037833100	APPLE INC	450 000	176,060 18	239,477 81
04314H204	ARTISAN INTERNATIONAL FUND	17748 479	350,000 00	436,435 10
04314H881	ARTISAN INTL VALUE FUND	14466 546	400,000 00	439,493 67
053015103	AUTOMATIC DATA PROCESSING INC	3950 000	18,449 28	224,873 50
071813109	BAXTER INTL INC	3000 000	167,745 00	199,980 00
075887109	BECTON DICKINSON & CO	1700 000	124,263 54	132,923 00
09247X101	BLACKROCK INC	1000 000	157,754 10	206,710 00
10138MAG0	BOTTLING GROUP LLC	125000 000	122,453 75	142,841 25
125896100	CMS ENERGY CORP	7000 000	143,503 50	170,660 00
149123101	CATERPILLAR INC	1700 000	59,321.50	152,334.45
166764100	CHEVRON CORP	2025 000	19,556.44	218,983 50
171232101	CHUBB CORP	1800 000	124,261.74	135,576 00
17275R102	CISCO SYS INC	7425 000	162,143 44	145,896 80
17275RAC6	CISCO SYS INC	100000 000	99,158.00	114,305.00
191216100	COCA COLA CO	6200.000	62,390 67	224,750.00
191216AK6	COCA-COLA CO	150000.000	156,864 00	179,607.00
19765N245	COLUMBIA DIVIDEND INCOME FUND	62695 925	800,000 00	924,764 89
19765Y688	COLUMBIA SELECT LARGE CAP	65038 296	723,400 00	901,430.78
20030NAJ0	COMCAST CORP	125000.000	121,463.75	142,275 00
20825CAR5	CONOCOPHILLIPS	150000.000	154,972 50	184,488.00
25156PAH6	DEUTSCHE TELEKOM INTL FIN B V	125000 000	120,873.75	142,426 25
25271C102	DIAMOND OFFSHORE DRILLING INC	2000.000	131,443.00	135,920.00
254687106	DISNEY WALT CO	4000 000	31,282.16	199,160 00
25468PCV6	DISNEY WALT CO NEW	100000 000	100,464 00	100,210 00
25746UAW9	DOMINION RES INC	100000 000	100,137 00	110,406 00
268648102	EMC CORP	9800.000	129,075 29	247,940 00
269858304	EAGLE SM CAP GROWTH FUND	5396 654	200,000 00	236,157 58
278865100	ECOLAB INC	3750 000	70,076 56	269,625 00
291011104	EMERSON ELEC CO	3450 000	24,469 12	182,712 00

CHARLES H HOOD FOUNDATION
04-3507847
Balance Sheet
12/31/2012

Bank of America

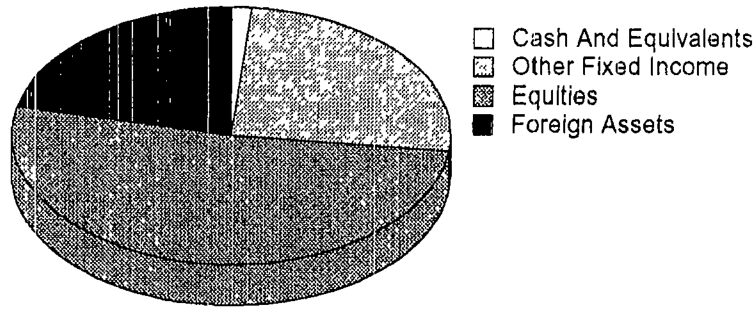
Cusip	Asset	Units	Basis	Market Value
3007229X5	EXCELSIOR MULTI-STRATEGY HEDGE	564 745	746,654 66	861,746 65
30231G102	EXXON MOBIL CORP	3175.000	50,557 91	274,796 25
30Z998996	JONES LANG LASALLE INCOME	94340.250	1,384,362.27	956,610.14
3133X7FK5	FEDERAL HOME LN BK	250000.000	249,277.50	268,392 50
369604103	GENERAL ELEC CO	8350 000	40,427 94	175,266 50
369604AY9	GENERAL ELEC CO	100000.000	102,631 00	100,381 00
36962GP65	GENERAL ELEC CAP CORP	100000 000	97,819 57	108,292 00
428236BB8	HEWLETT PACKARD CO	100000.000	99,835.00	99,999 00
437076102	HOME DEPOT INC	750.000	48,206.25	46,387 50
438516106	HONEYWELL INTL INC	2500.000	139,066 75	158,675 00
448108100	HUSSMAN INVT STRATEGIC GROWTH	39271 267	500,000 00	420,595 27
452308109	ILLINOIS TOOL WKS INC	2500 000	22,446 87	152,025 00
458140100	INTEL CORP	7375 000	151,087 46	152,072 50
459200101	INTERNATIONAL BUSINESS MACHS	1400.000	161,821.82	268,170 00
459200GR6	INTERNATIONAL BUSINESS MACHINES	125000 000	125,037.50	125,780 00
464287234	ISHARES MSCI EMERGING MKTS INDEX	26200 000	784,030.50	1,161,970 00
464287465	ISHARES MSCI EAFE INDEX	8855 000	407,617.20	503,495 30
464287804	CEF ISHARES CORE S&P SMALL-CAP	4865.000	244,570 25	379,956.50
464288513	ISHARES IBOXX $ HIGH YIELD CORP	9000.000	736,163 70	840,150.00
466001864	IVY ASSET STRATEGY FUND	17408 124	450,000.00	453,829 79
46625H100	J P MORGAN CHASE & CO	4750.000	176,351 80	208,853 23
46625HGY0	JPMORGAN CHASE & CO	150000 000	146,485.50	179,578 50
478160104	JOHNSON & JOHNSON	3000 000	15,210.00	210,300.00
52106N889	LAZARD EMERGING MKTS EQUITY	41742 216	723,150.00	815,642 90
532457BB3	LILLY ELI & CO	150000.000	154,252.50	175,065 00
580135101	MCDONALDS CORP	2324.000	11,280.12	205,000 04
589331AK3	MERCK & CO INC	100000.000	103,047.00	109,008 00
594918104	MICROSOFT CORP	6075.000	136,656.81	162,261 43
637432KT1	NATIONAL RURAL UTILS COOP FIN	150000 000	150,667.50	180,360 00
641069406	NESTLE S A	3400 000	152,082.00	221,380 80
65339F101	NEXTERA ENERGY INC	2500 000	137,562 50	172,975 00
66987V109	NOVARTIS A G	3000.000	166,046 10	189,900 00
674599105	OCCIDENTAL PETE CORP DEL	2000.000	174,383 00	153,220.00
68389X105	ORACLE CORP	4575.000	99,117 37	152,439.00

CHARLES H HOOD FOUNDATION
04-3507847
Balance Sheet
12/31/2012

Cusip	Asset	Units	Basis	Market Value
693475105	PNC FINL SVCS GROUP INC	3000.000	150,075 00	174,930.00
713448108	PEPSICO INC	3500.000	177,695.00	239,505.00
717081103	PFIZER INC	9350 000	151,928.58	234,491 46
717081AR4	PFIZER INC	100000 000	103,445 00	104,516 00
722005667	PIMCO COMMODITY REALRETURN	74420.110	508,289 35	494,149 53
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	43782 837	500,000 00	485,551 66
74005P104	PRAXAIR INC	2000 000	92,176.80	218,900.00
742718109	PROCTER & GAMBLE CO	3000 000	2,693.34	203,670.00
742718DA4	PROCTER & GAMBLE CO	100000.000	106,686.00	107,407 00
747525103	QUALCOMM INC	2000.000	115,300 00	123,719 20
78463V107	SPDR GOLD TR	6000.000	703,865 55	972,122.40
78467Y107	SPDR S&P MIDCAP 400 ETF TR	8195.000	841,112 39	1,521,893 45
806857108	SCHLUMBERGER LTD	2975.000	243,621 06	206,163 34
872540109	TJX COS INC NEW	4750 000	136,408 12	201,637 50
87612E106	TARGET CORP	3250.000	175,975 80	192,302 50
88579Y101	3M CO	1750 000	112,875 00	162,487 50
902973304	US BANCORP DEL	3500 000	112,022 40	111,790.00
912828BR0	UNITED STATES TREAS NT	150000.000	148,171 88	155,284 50
913017109	UNITED TECHNOLOGIES CORP	2300.000	132,597 35	188,623 00
92826C839	VISA INC	350.000	51,860.38	53,053 00
931142103	WAL-MART STORES INC	3000.000	665.28	204,690 00
949746101	WELLS FARGO & CO	6800 000	195,234 00	232,424 00
984121CD3	XEROX CORP	100000 000	105,813 00	105,885 00
988498101	YUM BRANDS INC	2800.000	143,680 06	185,920.00
G1151C101	ACCENTURE PLC	3500.000	113,365 70	232,750.00
		Totals	20,081,074 87	25,941,655.56

Asset Summary

	Asset Value	Percent of Assets
Beginning Asset Value As of 12/01/12	**$28,359,296.37**	
Cash and Equivalents	$410,663.04	1.47%
Government and Agency Bonds	0.00	0.00
Corporate Bonds	0.00	0.00
Other Fixed Income	7,150,430.91	25.48
Equities	14,485,606.94	51.61
Foreign Assets	6,012,616.06	21.44
Other Assets	0.00	0.00
Ending Asset Value As of 12/31/12	**$28,059,316.95 ***	**100.00%**



Income Summary

	Statement Period	Year To Date	Est. Annual Income
Cash and Equivalents	$33.81	$414.86	$367.75
Government and Agency Bonds	0.00	0.00	0.00
Corporate Bonds	0.00	0.00	0.00
Other Fixed Income	0.00	0.00	311,949.75
Equities	229,555.30	655,983.01	277,505.04
Foreign Assets	15,942.53	180,723.50	176,735 44
Other Assets	0.00	0.00	0.00
Total Income	**$245,531.64**	**$837,121.37**	**$766,557.98**

Account Activity Summary

	Amount
Beginning Balance As of 12/01/12	**$300.67**
Receipts	
Money Market Income	33.81
Dividends	245,497.83
Interest	0.00
Sales and Maturities	734,355.69
Transfers	81,701.89
Cash Receipts	17 78
Total Receipts	1,061,607.00
Disbursements	
Purchases	160,834.35-
Transfers	81,701.89-
Cash Disbursements	756,399.37-
Total Disbursements	998,935.61-
Net Money Market Transactions	$60,920.00-
Ending Balance As of 12/31/12	**$2,052.06**

*** Some or part of the Total Asset Market Value relates to Non-Custody Positions. (See footnote * in the Account Holdings section).**

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	CASH AND EQUIVALENTS							
	CASH BALANCE		$2,052.06		$2,052.06	0 01%		
	Custody Holdings							
408,610 980	SSGA PRIME MONEY MARKET FUND 236	CM1SVPXX0	$408,610.98	1 000	$408,610.98	1 46%	$367.75	0.09%
	TOTAL CASH AND EQUIVALENTS		$410,663.04		$410,663.04	1.47%	$367.75	
	OTHER FIXED INCOME							
	MUTUAL FUNDS							
	* Non-Custody Positions							
542,521.313	LOOMIS SAYLES INVT GRADE FXD INC FD	543495105	$6,618,700 33	13.180	$7,150,430.91	25.48%	$311,949.75	4.36%
	TOTAL MUTUAL FUNDS		$6,618,700.33		$7,150,430.91	25.48%	$311,949.75	
	TOTAL OTHER FIXED INCOME		$6,618,700.33		$7,150,430.91	25.48%	$311,949.75	
	EQUITIES							
	CONSUMER DURABLES							
	AUTOMOTIVE							
	Custody Holdings							
40,000 000	FORD MOTOR CO	345370860	$538,456 20	12 950	$518,000 00	1.85%	$8,000 00	1 54%
	TOTAL CONSUMER DURABLES		$538,456.20		$518,000.00	1.85%	$8,000.00	
	CONSUMER NON-DURABLES							
	BEVERAGES							
	Custody Holdings							
5,500 000	PEPSICO INC	713448108	$252,679.35	68.430	$376,365.00	1 34%	$11,825 00	3.14%
	DRUGS							
	Custody Holdings							
12,500.000	MYLAN LABORATORIES INC	628530107	$139,112.50	27.450	$343,125.00	1.22%		
16,000 000	PFIZER INC	717081103	267,320 00	25.079	401,268.80	1 43	15,360.00	3 83
	HEALTH CARE							
	Custody Holdings							
9,000 000	UNITEDHEALTH GROUP INC	91324P102	$464,598.25	54.240	$488,160 00	1 74%	$7,650 00	1 57%
	TOTAL CONSUMER NON-DURABLES		$1,123,710.10		$1,608,918.80	5.73%	$34,835.00	

Assets designated as Non-Custody Positions are not held by State Street and are being reflected on this statement as an accommodation only and without any responsibility or liability to you.

STATE STREET.

JOHN PARKER, PRESIDENT AND
TREASURER, CHARLES H. HOOD
FOUNDATION
Account Number

Account Holdings

As of December 31, 2012

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	EQUITIES (Continued)							
	CONSUMER SERVICES							
	BROADCASTING & CABLE							
	Custody Holdings							
5,500.000	DIRECTV	25490A309	$131,632 20	50 160	$275,880 00	0 98%		
	ENTERTAINMENT & LEISURE TIME							
	Custody Holdings							
8,000.000	DISNEY (THE WALT) COMPANY DEL	254687106	$189,600.80	49 790	$398,320.00	1.42%	$6,000.00	1.51%
	RESTAURANTS & LODGING							
	Custody Holdings							
4,500 000	MCDONALDS CORP	580135101	$254,903.68	88.210	$396,945.00	1 41%	$13,860 00	3.49%
	RETAIL							
	Custody Holdings							
7,000 000	CVS/CAREMARK CORP	126650100	$292,089 70	48 350	$338,450.00	1.21%	$6,300.00	1.86%
5,500.000	COACH INC	189754104	387,233.45	55.510	305,305 00	1 09	6,600.00	2.16
6,500 000	HOME DEPOT INC	437076102	294,264.10	61.850	402,025.00	1 43	7,540.00	1.88
	TOTAL CONSUMER SERVICES		$1,549,723.93		$2,116,925.00	7.54%	$40,300.00	
	BUSINESS PRODUCTS & SERVICES							
	COMPUTER SERVICES							
	Custody Holdings							
13,500 000	MICROSOFT CORP	594918104	$331,458.75	26 709	$360,580 95	1.29%	$12,420 00	3 44%
16,000 000	ORACLE CORP	68389X105	362,440.35	33 320	533,120 00	1.90	3,840.00	0 72
	TELECOMMUNICATION SERVICES							
	Custody Holdings							
11,000 000	QUALCOMM INC	747525103	$435,224 46	61.859	$680,455.60	2.43%	$11,000.00	1.62%

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FOUNDATION
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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	EQUITIES (Continued)							
	BUSINESS PRODUCTS & SERVICES (Continued)							
	OTHER BUSINESS PRODS & SVCS							
	Custody Holdings							
60 000	GILDAN ACTIVEWEAR INC-A	375916103	$1,576 80	36.580	$2,194.80	0.01%	$21.60	0.98%
5,000 000	SM ENERGY CO	78454L100	358,799 26	52.210	261,050 00	0 93	500 00	0.19
	TOTAL BUSINESS PRODUCTS & SERVICES		**$1,489,499.62**		**$1,837,401.35**	**6.56%**	**$27,781.60**	
	CAPITAL GOODS							
	ELECTRICAL EQUIPMENT							
	Custody Holdings							
4,000.000	PARKER HANNIFIN CO	701094104	$302,553.60	85.060	$340,240.00	1.21%	$6,560.00	1.93%
	MACHINERY							
	Custody Holdings							
4,000 000	CATERPILLAR INC	149123101	$414,932.56	89.608	$358,434 00	1.28%	$8,320 00	2.32%
	MANUFACTURING-DIVERSIFIED							
	Custody Holdings							
8,500 000	DANAHER CORP	235851102	$167,343.75	55 900	$475,150 00	1 69%	$850 00	0.18%
	AEROSPACE & DEFENSE							
	Custody Holdings							
6,000.000	UNITED TECHNOLOGIES CORP	913017109	$321,071 52	82.010	$492,060.00	1.75%	$12,840.00	2 61%
	COMPUTER & BUSINESS EQUIPMENT							
	Custody Holdings							
2,000 000	APPLE INC	037833100	$236,376.24	532.173	$1,064,346 00	3 79%	$21,200 00	1.99%
20,000.000	EMC CORP MASS	268648102	364,765 35	25 300	506,000.00	1.80		
	TELECOMMUNICATIONS EQUIPMENT							
	Custody Holdings							
8,000.000	AT&T INC	00206R102	$188,638.00	33.710	$269,680.00	0.96%	$14,400.00	5 34%

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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	EQUITIES (Continued)							
	CAPITAL GOODS (Continued)							
	TELECOMMUNICATIONS EQUIPMENT (Continued)							
	Custody Holdings (Continued)							
19,000 000	CORNING INC	219350105	435,494.98	12 620	239,780.00	0 85	6,840.00	2.85
	TOTAL CAPITAL GOODS		**$2,431,176.00**		**$3,745,690.00**	**13.33%**	**$71,010.00**	
	INDUSTRIAL ELECTRONICS							
	ELECTRONICS-INSTRUMENTATION							
	Custody Holdings							
9,000 000	AGILENT TECHNOLOGIES INC	00846U101	$362,337 70	40 940	$368,460.00	1 31%	$3,600.00	0.98%
	TOTAL INDUSTRIAL ELECTRONICS		**$362,337.70**		**$368,460.00**	**1.31%**	**$3,600.00**	
	ENERGY							
	OIL-INTEGRATED							
	Custody Holdings							
3,950 000	CHEVRON CORP	166764100	$301,521.67	108.140	$427,153.00	1.52%	$14,220 00	3.33%
3,000 000	EOG RESOURCES INC	26875P101	354,528 00	120 790	362,370 00	1 29	2,040 00	0 56
7,387 000	MARATHON PETROLEUM CORP	56585A102	216,272 58	63 000	465,381.00	1.66	10,341.80	2 22
3,500 000	OCCIDENTAL PETROLEUM CORP	674599105	356,325 90	76 610	268,135 00	0.96	7,560 00	2 82
	TOTAL ENERGY		**$1,228,648.15**		**$1,523,039.00**	**5.43%**	**$34,161.80**	
	BASIC INDUSTRIES							
	METALS & MINING							
	Custody Holdings							
80.000	SOUTHERN COPPER CORP	84265V105	$2,299.40	37.860	$3,028 80	0.01%	$296.80	9 80%
	CHEMICALS -MAJOR							
	Custody Holdings							
4,000 000	PRAXAIR INC	74005P104	$116,429.00	109.450	$437,800.00	1.56%	$8,800.00	2.01%

JOHN PARKER, PRESIDENT AND
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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
BASIC INDUSTRIES (Continued)								
	CHEMICALS-SPECIALTY							
	Custody Holdings							
4,700.000	ECOLAB INC	278865100	$146,825.65	71 900	$337,930.00	1.20%	$4,324.00	1 28%
	PAPER & FOREST PRODUCTS							
	Custody Holdings							
10,000.000	INTERNATIONAL PAPER CO	460146103	$254,500 00	39.840	$398,400.00	1 42%	$12,000 00	3.01%
TOTAL BASIC INDUSTRIES			$520,054.05		$1,177,158.80	4.19%	$25,420.80	
FINANCIAL								
	BANKS							
	Custody Holdings							
270.000	AKBANK TURK ANONIM SIRKETI	009719501	$1,992 60	10.050	$2,713.50	0.01%	$23.49	0 87%
7,000 000	STATE STREET CORP	857477103	330,279 43	47 010	329,070 00	1 17	6,720.00	2 04
15,000 000	WELLS FARGO & CO	949746101	504,760.25	34.180	512,700.00	1 83	13,200 00	2.57
	OTHER FINANCIAL							
	Custody Holdings							
3,400.000	FRANKLIN RESOURCES	354613101	$345,418.50	125.700	$427,380.00	1.52%	$3,944.00	0 92%
7,000 000	JP MORGAN CHASE & CO	46625H100	289,371 10	43 969	307,783 70	1 10	8,400 00	2 73
TOTAL FINANCIAL			$1,471,821.88		$1,579,647.20	5.63%	$32,287.49	
OTHER ASSETS								
	OTHER ASSETS							
	Custody Holdings							
161.000	ASML HOLDING NV	N07059210	$6,572 69	64 390	$10,366.79	0.04%	$108.35	1 04%
TOTAL OTHER ASSETS			$6,572.69		$10,366.79	0.04%	$108.35	
TOTAL EQUITIES			$10,722,000.32		$14,485,606.94	51.61%	$277,505.04	

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FOREIGN ASSETS								
	PREFERRED STOCK							
	Custody Holdings							
970 000	VALE SA-SPONSORED PREF ADR	91912E204	$21,469 11	20.290	$19,681.30	0 07%	$300 70	1.53%
	TOTAL PREFERRED STOCK		$21,469.11		$19,681.30	0.07%	$300.70	
	EQUITIES							
	Custody Holdings							
450 000	DAIMLER AG	D1668R123	$23,411 50	54.970	$24,736.50	0.09%		
450 000	DEUTSCHE BANK AG	D18190898	17,622 00	44.290	19,930 50	0.07	415 80	2 09
7,000 000	COVIDIEN PLC	G2554F113	284,549 44	57.740	404,180.00	1 44	7,280 00	1.80
4,000 000	EVEREST RE GROUP LTD	G3223R108	346,359 24	109 950	439,800 00	1 57	7,680 00	1 75
5 000	PROTHENA CORP PLC	G72800108	47.12	7.330	36.65			
1,770 000	UBS AG	H89231338	22,258 28	15 740	27,859.80	0 10	191 16	0 69
1,070.000	ABB LTD ADR	000375204	20,926.10	20.790	22,245.30	0.08	741.51	3 33
1,030 000	AIA GROUP LTD	001317205	12,830.50	15 830	16,304.90	0.06	159.65	0 98
360 000	AU OPTRONICS CORP-SPONSORED ADR	002255107	1,493 50	4.500	1,620.00	0.01		
200 000	ADIDAS-SALOMON AG-SPONSORED ADR	00687A107	7,144 00	44.800	8,960 00	0 03	91 20	1.02
1,080 000	ADVANCED INFO SVC-SPON ADR	00753G103	4,361.20	6.850	7,398.00	0.03	279 72	3.78
524 000	ADVANCED SEMICONDUCTOR ENGR INC-ADR	00756M404	2,058 61	4 280	2,242.72	0 01	31 44	1 40
70.000	ADVANTEST CORP-ADR	00762U200	861 70	16.120	1,128.40		14.07	1.25
885 000	AEGON NV-NY REG SHR	007924103	4,279 03	6 440	5,699 40	0.02	187.62	3 29
104 000	AGES ADR EACH REP ORD	00844W208	2,184.00	30.250	3,146.00	0.01	77.06	2.45
80 000	AGNICO EAGLE MINES LTD	008474108	3,561 60	52 460	4,196 80	0.01	70.40	1.68
80 000	AGRIUM INC	008916108	6,308.80	99.871	7,989.71	0.03	160.00	2.00
60 000	ELECTROLUX AB - SPONSORED ADR	010198208	2,126 40	53 240	3,194 40	0 01	96 06	3 01
330.000	AKZO NOBEL N.V. ADR	010199305	5,804 70	22.500	7,425 00	0.03	164.67	2.22
1,130 000	ALCATEL-LUCENT-SPONSORED ADR	013904305	3,158 01	1 390	1,570 70	0.01		
2,210.000	ALLIANZ SE-ADR	018805101	24,908.00	13.820	30,542.20	0.11	948.09	3 10
300 000	ALUMINA LTD	022205108	1,852.98	3 860	1,158 00		71.40	6.17
80 000	ALUMINUM CORP CHINA-ADR	022276109	1,204.80	11.910	952 80			
140 000	AMCOR LTD-SP ADR	02341R302	4,256 00	33.800	4,732 00	0 02	214 90	4 54
1,000.000	AMER MOVIL SA DE CV SER L ADR	02364W105	24,062.00	23.140	23,140 00	0.08	301.00	1.30
190 000	ANGLOGOLD ASHANTI ADR	035128206	7,924.90	31.370	5,960 30	0.02	98 04	1.64
390 000	ANHEUSER BUSCH INBEV SA/NV-SP ADR	03524A108	21,704.59	87.410	34,089.90	0,12	504.27	1.48
80 000	ANTOFAGASTA PLC-SPONSORED ADR	037189107	3,017.60	44.660	3,572 80	0.01	29 60	0.83
460 000	ARCELORMITTAL NY REG	03938L104	8,865.09	17.470	8,036.20	0 03	293.02	3.65
30 000	ARKEMA-SPONSORED ADR	041232109	2,048.10	108.080	3,242.40	0 01	40 11	1.24
220 000	ARM HOLDINGS PLC-SPONS ADR	042068106	6,075 39	37.830	8,322.60	0.03	34.54	0.41

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FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
670 000	ASTRAZENECA GROUP PLC ADR	046353108	32,344.99	47 270	31,670.90	0.11	1,909 50	6 03
330 000	ATLAS COPCO AB-SPONS ADR-A	049255706	7,069 40	27.860	9,193.80	0.03	167.31	1.82
180 000	ATLAS COPCO AB CLASS B-SP ADR	049255805	3,391 20	24 770	4,458.60	0 02	91 26	2 05
1,360.000	AUSTRALIA & NZ BKG GROUP ADR	052528304	31,076.00	26.360	35,849.60	0.13	2,018.24	5.63
700 000	AVIVA PLC - SPON ADR	05382A104	7,768 95	12.410	8,687.00	0.03	575 40	6 62
870.000	AXA ADR	054536107	13,620.70	18.220	15,851.40	0.06	636.84	4.02
400 000	BAE SYSTEMS PLC ADR	05523R107	7,340 00	22 280	8,912.00	0 03	460.80	5.17
460.000	BASF SE ADR	055262505	33,291.20	95.000	43,700.00	0.16	1,109.98	2.54
120 000	BCE INC	05534B760	4,722.19	42.940	5,152 80	0 02	272 40	5 29
1,650 000	BG GROUP PLC ADR	055434203	35,333.10	16.710	27,571.50	0.10	409.20	1 48
530 000	BHP BILLITON PLC-SPONSORED ADR	05545E209	33,488.18	70 370	37,296 10	0 13	1,187.20	3 18
1,585 000	BP PLC ADR	055622104	66,046.40	41.640	65,999.40	0 24	3,423.60	5.19
930 000	BNP PARIBAS SA	05565A202	20,844 60	29 210	27,165 30	0 10	486 39	1.79
380.000	BT GROUP PLC ADR	05577E101	11,127.39	38 030	14,451.40	0 05	512.62	3 55
2,360 000	BANCO BILBAO VIZCAYA-SPONSORDED ADR	05946K101	19,577 60	9 420	22,231.20	0 08	998.28	4 49
930 000	BANCO BRADESCO ADR	059460303	16,102.11	17.370	16,154.10	0.06	95.79	0 59
10 000	BANCO DE CHILE-ADR	059520106	826 80	96.500	965.00		28 78	2 98
240 000	BANCO DO BRASIL SA-SPON ADR	059578104	3,492.00	12.670	3,040.80	0.01	49 20	1.62
4,853 000	BANCO SANTANDER CENT HISPANO SA ADR	05964H105	35,858 95	8 170	39,649.01	0.14	3,105 92	7.83
77.000	BANCO SANTANDER CHILE ADR	05965X109	2,310.00	28.490	2,193.73	0.01	68.45	3 12
320 000	BANCO SANTANDER BRASIL-ADS	05967A107	2,807.39	7.280	2,329 60	0 01	32.64	1.40
40.000	BANCOLOMBIA SA-SPONSORED ADR	05968L102	2,455 60	66 580	2,663.20	0.01	63.04	2 37
310 000	BANK OF MONTREAL	063671101	18,400.30	61 300	19,003 00	0 07	897 45	4 72
540 000	BANK OF NOVA SCOTIA	064149107	27,821.76	57.880	31,255.20	0.11	1,242 00	3.97
1,410.000	BARCLAYS PLC-SPONSORED ADR	06738E204	16,851.33	17 320	24,421 20	0.09	531 57	2 18
490 000	BARRICK GOLD CORP	067901108	22,407.06	35.010	17,154.90	0.06	392.00	2 28
400 000	BAYER AG	072730302	24,888 00	95 920	38,368 00	0 14	624.00	1 63
60 000	BAYTEX ENERGY CORP	07317Q105	3,174.90	43.240	2,594.40	0.01	160.98	6 20
790 000	BHP BILLITON LTD ADR	088606108	61,709.16	78 420	61,951 80	0 22	1,769 60	2 86
70 000	BIDVEST GROUP LTD-SPONS ADR	088836309	2,737.00	51.900	3,633 00	0.01	88 62	2.44
90 000	BOC HONG KONG HLDGS LTD-SPONS ADR	096813209	4,273.20	63.050	5,674 50	0 02	252 36	4 45
320 000	BRF-BRASIL FOODS SA-ADR	10552T107	6,395 58	21.110	6,755.20	0.02		
40.000	BRASKEM S A	105532105	446 80	13.350	534 00		23.24	4 35
490.000	BRITISH AMERICAN TOBACCO ADR	110448107	44,813.38	101 250	49,612.50	0.18	2,063.88	4 16
140 000	BRITISH SKY BROADCASTING GROUP ADR	111013108	6,620 60	50 390	7,054 60	0.03	226 94	3 22

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FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
270 000	BROOKFIELD ASSET MGMT CL A	112585104	7,696.00	36.650	9,895 50	0.04	151 20	1.53
120 000	BROOKFIELD OFFICE PPTYS INC	112900105	1,802 39	17 010	2,041 20	0.01	67.20	3 29
30 000	BUNZL PLC-SPONSORED ADR	120738406	1,970.10	82.500	2,475.00	0.01	63.06	2 55
100 000	BURBERRY GROUP PLC SPONSORED ADR	12082W204	4,057 00	40 780	4,078 00	0.01	77.60	1.90
130 000	CAE INC	124765108	1,381.39	10.150	1,319.50		26 13	1.98
90.000	CNOOC LTD ADR	126132109	16,018 20	220 000	19,800 00	0.07	449 01	2.27
50 000	CPFL ENERGIA SA-SPONSORED ADR	126153105	1,462.50	20.960	1,048 00		73 05	6.97
350 000	CRH PLC-SPONSORED ADR	12626K203	7,091 00	20 340	7,119 00	0 03	276.85	3 89
190.000	CAMECO CORP	13321L108	3,878.79	19.720	3,746.80	0.01	76.57	2 04
190 000	CANADIAN IMPERIAL BANK OF COMMERCE	136069101	14,293.70	80 610	15,315 90	0.05	720 48	4.70
220 000	CANADIAN NATIONAL RAILWAY	136375102	16,489.79	91.010	20,022.20	0.07	332 20	1.66
530 000	CANADIAN NATURAL RESOURCES LTD	136385101	18,023 76	28 870	15,301 10	0 05	223 66	1.46
230 000	CANADIAN OIL SANDS LTD	13643E105	5,352.10	20.340	4,678 20	0 02	324.30	6.93
80 000	CANADIAN PAC RY LTD	13645T100	4,725 60	101 620	8,129.60	0 03	112 80	1.39
550.000	CANON INC ADR	138006309	25,718.00	39.210	21,565.50	0.08	775.50	3.60
240 000	CARLSBERG AS-B-SPON ADR	142795202	3,261 60	19 700	4,728.00	0 02	29 76	0 63
90 000	CARNIVAL PLC-ADR	14365C103	3,299.40	38.750	3,487.50	0.01	90 00	2.58
1,635 000	CARREFOUR SA-SPONSORED ADR	144430204	8,861.63	5 150	8,420 25	0 03	130.80	1 55
110 000	CATHAY PACIFIC AIRWAYS-SPONSORED ADR	148906308	1,045.00	9.260	1,018.60		33.11	3.25
520 000	CEMEX SAB DE CV ADR	151290889	1,838.50	9 870	5,132.40	0 02		
370 000	CENOVUS ENERGY INC	15135U109	13,271.79	33.540	12,409.80	0.04	327.82	2 64
110 000	CENTRAIS ELETRICAS BRASILEIRAS ADR	15234Q108	1,489.40	5 010	551 10			
130 000	CENTRAIS ELETRICAS BRASILEIRAS SA	15234Q207	1,263.60	3.120	405.60			
640 000	CENTRICA PLC-SPONSORED ADR	15639K300	12,640.00	22 000	14,080 00	0 05	611 84	4 34
240 000	CHINA LIFE INS CO-SPONSORED ADR	16939P106	8,510.18	49.690	11,925 60	0 04	131.28	1.10
290 000	CHINA RESOURCES ENTERPRISE-SP ADR	16940R109	2,140 20	7 310	2,119 90	0 01	31.03	1 46
20 000	CHINA SOUTHERN AIRLINES CO-SP ADR	169409109	481.60	25.850	517.00		28.48	5.51
600 000	CHINA MOBILE LTD ADR	16941M109	29,716 50	58 720	35,232 00	0 13	1,176 60	3.34
80 000	CHINA PETROLEUM & CHEM ADR	16941R108	7,560.00	114.920	9,193.60	0 03	339.92	3.70
70 000	CHINA TELECOM CORP LTD-SPONSORED ADR	169426103	4,456 20	56.850	3,979 50	0 01	69.02	1.73
290 000	CHINA UNICOM HONG KONG LTD	16945R104	5,832.39	16 290	4,724.10	0.02	41 18	0 87
180 000	CHUNGHWA TELECOM CO LTD	17133Q502	6,021 00	32.340	5,821.20	0 02	258 48	4 44
144.000	CIELO SA-SPONSORED-ADR	171778202	3,121.20	28.850	4,154.40	0 01	150.34	3.62
140 000	CITIC PACIFIC LTD-SPONS ADR	17304K102	1,290.80	7 520	1,052.80		36 12	3 43
910 000	CLP HOLDINGS LTD-SPONSORED ADR	18946Q101	8,262.80	8.470	7,707.70	0.03	243.88	3.16

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FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
140 000	COCA COLA AMATIL LTD-SPONSORED ADR	191085208	3,598 00	28 080	3,931 20	0 01	156 10	3 97
90.000	COCA COLA HELLENIC BOTTLING-SPON ADR	1912EP104	1,642 50	23.570	2,121.30	0.01		
10 000	COCA-COLA FEMSA S A ADR	191241108	939.70	149 040	1,490.40	0.01	19 34	1.30
260.000	COMMERCIAL INTL BANK-SPONSORED ADR	201712304	1,120.60	6.000	1,560.00	0 01	37.70	2 42
1,620 000	COMMERZBANK AG-SPONSORED ADR	202597308	3,985 20	1 980	3,207 60	0.01		
790.000	COMMONWEALTH BK OF AUSTRALIA-SP ADR	202712600	40,463.80	65.840	52,013.60	0.19	2,669 41	5.13
70 000	CIE GEN GEOPHYSIQUE VERITAS-SPON ADR	204386106	1,586 90	30 520	2,136.40	0.01		
50 000	BRASIL DISTR PAO ACU-SP ADR	20440T201	1,897.50	44.390	2,219.50	0.01	2.30	0.10
360 000	COMPANHIA SIDERURGICA NACIONAL-SP	20440W105	3,017.99	5.900	2,124 00	0 01	178 20	8 39
237 000	CEMIG SA-SPONSORED ADR	204409601	3,001 37	10 860	2,573.82	0.01	140.07	5 44
30 000	CIA SANEAMENTO BASICO DE ADR	20441A102	1,578 00	83 570	2,507 10	0 01		
50.000	CIA PARANAENSE ENER-SPONSORED ADR-P	20441B407	1,016.50	15.350	767 50			
370 000	COMPANHIA DE BEBIDAS PRF ADR	20441W203	12,502.60	41.990	15,536.30	0.06	314 87	2.03
25 000	CIA CERVECERIAS UNIDAS SA-SP ADR	204429104	647.90	31 630	790.75		5 25	0 66
950 000	COMPASS GROUP PLC-SPONSORED ADR	20449X203	8,664 00	11 980	11,381 00	0 04	266 95	2 35
30 000	CORPBANCA SA ADR	21987A209	556.50	20 250	607.50		36.96	6 08
582.000	CREDIT SUSSIE GROUP ADR	225401108	15,994 64	24 560	14,293 92	0 05	456 29	3 19
140 000	CRESCENT POINT ENERGY CORP	22576C101	5,981.40	37.820	5,294.80	0 02	392 14	7.41
218 000	DBS GROUP HOLDINGS LTD-SPONSORED ADR	23304Y100	8,413 94	49 060	10,695 08	0 04	380 41	3.56
270 000	DAI NIPPON PRINT-UNSPONSORED ADR	233806306	2,929 50	7.760	2,095.20	0 01	87.21	4.16
840 000	DAIWA SECURITIES GROUP INC-SPONS ADR	234064301	2,780.40	5 550	4,662 00	0 02	48 72	1 04
1,420.000	DANONE ADR	23636T100	19,013 80	13 390	19,013.80	0.07	328.02	1 72
30 000	DASSAULT SYSTEMS ADR	237545108	2,436.60	113 090	3,392.70	0 01	18 30	0 54
100.000	DEUTSCHE LUFTHANSA AG-SPONSORED ADR	251561304	1,427.00	19.290	1,929.00	0.01	22 10	1.15
1,370 000	DEUTSCHE TELEKOM AG -SP ADR	251566105	17,577 10	11 362	15,565 94	0.06	1,164 50	7 48
450 000	DEUTSCHE POST AG-SPONSORED ADR	25157Y202	7,011.00	22.120	9,954.00	0 04		
3,300 000	DIAGEO PLC ADR	25243Q205	277,799 79	116 580	384,714 00	1 37	9,154 20	2 38
50 000	DOCTOR REDDYS LABORATORIES ADR	256135203	1,566 00	33.290	1,664.50	0 01	11.40	0 68
100.000	EDP-ENERGIAS DE PORTUGAL SA-SP ADR	268353109	3,372.00	30 660	3,066.00	0 01	164 90	5 38
580 000	ENI SPA ADR	26874R108	25,769.40	49.140	28,501.20	0.10	1,244.10	4.36
880 000	E ON AG ADR	268780103	21,304.00	18.785	16,530 80	0.06	849 20	5.14
120.000	ECOPETROL SA SPONSORED ADR	279158109	5,386.60	59.670	7,160.40	0.03	475.56	6 64
120 000	EISAI CO LTD-SPONSORED ADR	282579309	4,974 00	41 800	5,016 00	0 02	207 36	4 13
240.000	ELAN CORP PLC-SPONSORED ADR	284131208	3,152 63	10.210	2,450.40	0.01		
310 000	ELDORADO GOLD CORP	284902103	5,106 80	12 880	3,992 80	0 01	37.51	0 94

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STATE STREET.

JOHN PARKER, PRESIDENT AND
TREASURER, CHARLES H. HOOD
FOUNDATION
Account Numbei

Account Holdings

As of December 31, 2012

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
	EQUITIES (Continued)							
	Custody Holdings (Continued)							
70 000	EMBRAER SA ADR	29082A107	1,982.40	28.510	1,995.70	0.01		
50 000	EMPRESA NAC ELEC-CHIL-SP ADR	29244T101	2,247 50	48.810	2,440.50	0.01	61 20	2.51
360.000	ENBRIDGE INC	29250N105	12,659.18	43.320	15,595.20	0.06	457.56	2.93
360.000	ENCANA CORP	292505104	7,627 39	19.760	7,113.60	0.03	288 00	4 05
130 000	ENERSIS SA-SPONSORED ADR	29274F104	2,447.90	18.220	2,368.60	0.01	52.26	2.21
90 000	ENERPLUS CORPORATION	292766102	2,495 70	12.960	1,166 40		98 37	8 43
1,470 000	ERICSSON-SPONSORED ADR	294821608	14,944.02	10 100	14,847 00	0.05	357 21	2.41
170 000	ADR ERSTE GROUP BANK AG SPONSORED	296036304	1,965 20	16 050	2,728.50	0.01		
50,000	DELHAIZE 'LE LION'-SPON ADR	29759W101	3,273 00	40.550	2,027.50	0.01	81.20	4.00
470 000	EXPERIAN PLC	30215C101	5,911.38	16 060	7,548 20	0 03	137 24	1 82
50 000	EXXARO RESOURCES LTD-SP ADR	30231D109	1,086.00	20.350	1,017.50		51 15	5 03
10 000	FAIRFAX FINANCIAL HOLDINGS LTD	303901102	4,094.20	361 000	3,610 00	0 01	100.00	2 77
370 000	FIAT SPA ADR	315621888	2,560.40	5.100	1,887.00	0.01		
100 000	FIBRIA CELULOSE SA-ADR	31573A109	897 00	11 370	1,137.00			
90.000	FOMENTO ECONOMICO MEXICANO SA CV-ADR	344419106	6,186.60	100.700	9,063.00	0.03	125.64	1 39
900 000	FRANCE TELECOM SA ADR	35177Q105	16,166 97	11 050	9,945.00	0 04	1,293.30	13.00
70 000	FRANCO-NEVADA CORP	351858105	2,776.50	57.170	4,001.90	0.01	50 40	1.26
200.000	FRESENIUS MEDICAL CARE AG ADR	358029106	7,196.00	34.300	6,860.00	0 02	62.60	0 91
90 000	GEA GROUP AG-SPON ADR	361592108	2,584.80	32 750	2,947.50	0.01	63.63	2.16
610 000	GDF SUEZ-SPONSORED ADR	36160B105	17,976.30	21.040	12,834 40	0.05	1,285.88	10.02
50.000	GALAXY ENTERTAINMENT GROUP LTD-ADR	36318L104	1,003 50	40.250	2,012.50	0.01		
2,620 000	GAZPROM OAO ADR	368287207	29,358 00	9.730	25,492 60	0 09	1,192 10	4 68
200.000	GENTING BERHAD SPONSORED ADR	372452300	3,214.00	17.450	3,490.00	0.01	16.80	0 48
420 000	GERDAU SA-SPONSORED ADR	373737105	3,410.57	8 990	3,775 80	0 01	47.46	1.26
1,250 000	GLAXO SMITHKLINE PLC ADR	37733W105	55,752 00	43.470	54,337 50	0.19	2,898.75	5.33
350.000	GOLD FIELDS LTD ADR	38059T106	5,602 98	12.490	4,371 50	0.02	173.25	3.96
390.000	GOLDCORP INC	380956409	17,845 89	36.700	14,313.00	0.05	210.60	1 47
110 000	CGI GROUP INC-A	39945C109	2,197 80	23 130	2,544 30	0 01		
250 000	GRUPO TELEVISA SA GDR	40049J206	5,253.59	26.580	6,645.00	0.02	28 00	0.42
20 000	GRUPO AEROPORTUARIO DEL-SPONS ADR	400506101	756 20	57 170	1,143.40		62 44	5 46
160 000	GRUPO FINANCIERO BANORTE-SPON ADR	40052P107	2,792.80	32.510	5,201.60	0 02	28.16	0.54
240 000	HDFC BANK LTD-ADR	40415F101	7,672.80	40.720	9,772 80	0.03	51 36	0.53
1,829.000	HSBC HOLDINGS PLC ADR	404280406	77,202 27	53.070	97,065.03	0.35	4,572.50	4 71
370 000	HANG SENG BANK-SPONSORED ADR	41043C304	4,650.90	15.490	5,731.30	0.02	221.63	3 87
260 000	HANG LUNG PROPERTIES-SPON ADR	41043M104	4,508.40	20.150	5,239.00	0.02	165 36	3.16

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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
70 000	HANNOVER RUECKVERSICHER-SPON ADR	410693105	1,858 50	38 930	2,725.10	0 01	68 60	2.52
190 000	HARMONY GOLD MINING COMPANY LIMITED	413216300	2,314 20	8.960	1,702.40	0.01	21.09	1 24
410 000	HENDERSON LAND DEVELOPMENT-SPD ADR	425166303	2,115 60	7 170	2,939 70	0.01	43.05	1 46
70.000	HENKEL KGAA-SPONSORED ADR	42550U109	3,534.30	68.750	4,812.50	0 02	51.17	1.06
90 000	HENKEL AG & CO KGAA	42550U208	5,597 10	82 380	7,414 20	0 03	67 50	0 91
220 000	HITACHI LTD ADR	433578507	12,000.78	58.930	12,964.60	0 05	242 22	1.87
790 000	HONDA MOTOR CO LTD ADR	438128308	24,463 46	36 940	29,182 60	0 10	609.09	2 09
2,387.000	HONG KONG & CHINA GAS-SPONSORED ADR	438550303	4,904.20	2.720	6,492.64	0.02	88.32	1.36
220 000	HOYA CORP-SPONSORED ADR	443251103	5,033.60	19 630	4,318 60	0.02	155 76	3.61
40.000	HUANENG POWER INTL INC ADR	443304100	1,161 60	37.150	1,486.00	0.01	10.56	0.71
572 000	IBERDROLA SA ADR	450737101	15,539 82	21.320	12,195 04	0.04	736 16	6.04
180 000	IAMGOLD CORPORATION	450913108	3,519.00	11.470	2,064.60	0 01	45.00	2.18
130 000	ICAP PLC-ADR	450936109	1,773.20	10 260	1,333 80		87 36	6 55
200.000	ICICI BANK LTD ADR	45104G104	7,102 00	43 610	8,722.00	0.03	114.80	1 32
260.000	IMPALA PLATINUM HOLDINGS-SPD ADR	452553308	5,502.60	19 950	5,187.00	0 02	55.90	1.08
140 000	IMPERIAL OIL LTD	453038408	5,807.59	43.000	6,020.00	0.02	67.20	1.12
240.000	IMPERIAL TOBACCO GROUP-ADR	453142101	17,133 60	77 490	18,597 60	0.07	809 76	4.35
510 000	INFINEON TECHNOLOGIES AG-ADR	45662N103	4,467.60	8.270	4,217.70	0.02	72 42	1.72
210.000	INFOSYS LIMITED-SPD ADR	456788108	11,925 80	42.300	8,883 00	0 03	132.30	1 49
1,860.000	ING GROEP NV ADR	456837103	16,704 10	9.490	17,651.40	0.06		
130 000	INTERCONTL HOTELS SPON ADR EA REPR	45857P400	2,513 19	27.820	3,616 60	0 01	80 73	2 23
820.000	INTESA SANPAOLO-SPONSORED ADR	46115H107	8,592 30	10.640	8,724.80	0.03	231.24	2 65
1,110 000	ITAU UNIBANCO HOLDING S.A.	465562106	20,662 32	16 460	18,270 60	0 07	98 79	0 54
230 000	JBS SA-SPONSORED ADR	466110103	1,412.20	6.000	1,380.00			
140 000	J SAINSBURY PLC-SPONSORED ADR	466249208	2,763 60	22 690	3,176 60	0 01	142 80	4.49
249.000	JSC MMC NORILSK NICKEL-SPONSORED ADR	46626D108	5,343 54	18 940	4,716.06	0 02	122.51	2 60
20.000	JIANGXI COPPER CO-SPONS ADR	47737M102	2,067.40	108 250	2,165 00	0 01	78 92	3 64
57.000	JOHNSON MATTHEY PLC-SPON ADR	479142408	3,511.20	78.500	4,474.50	0.02		
180 000	KB FINL GROUP INC ADR	48241A105	6,773 60	35.900	6,462 00	0 02	85 68	1 33
60.000	KT CORP-SP ADR	48268K101	1,044.00	16.740	1,004 40		41.22	4.10
270 000	KAO CORP-SPONSORED ADR	485537302	7,588 43	25 970	7,011.90	0 02	179 28	2 56
340.000	KEPPEL CORP LTD ADR	492051305	4,974.20	18.260	6,208.40	0.02	239.36	3 85
150 000	KIMBERLY CLARK DE MEXICO SA-SPD ADR	494386204	1,389 00	12.900	1,935 00	0 01	69 45	3.59
630.000	KINGFISHER PLC-SPONSORED ADR	495724403	5,418.00	9 240	5,821.20	0.02	166.95	2 87
550 000	KINROSS GOLD CORP	496902404	7,739.44	9 720	5,346.00	0 02	88 00	1 65

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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
400 000	KIRIN BREWERY CO LTD-SPONSORED ADR	497350306	5,304.00	11.730	4,692 00	0 02	106 00	2.26
460 000	KOMATSU LTD-SPON ADR	500458401	10,994.00	25 710	11,826.60	0.04	213 90	1.81
50.000	KONAMI CORP-SPONSORED ADR	50046R101	1,657.16	22.420	1,121.00		26.40	2.35
560 000	KONINKLIJKE AHOLD ADR	500467402	7,341 60	13 600	7,616 00	0 03	244.16	3 21
516 000	KONINKLIJKE PHILIPS ELECTRONICS NV	500472303	10,930.32	26.540	13,694.64	0.05	413.32	3.02
250 000	KOREA ELECTRIC POWER CORP-SP ADR	500631106	2,601.50	13 970	3,492 50	0.01		
110 000	KUBOTA CORP-SPONSORED ADR	501173207	4,516.60	57.620	6,338 20	0.02	95 92	1.51
120 000	KUMBA IRON ORE LTD-SPONSORED ADR	50125N104	2,398.20	22 550	2,706 00	0 01	193 80	7 16
70.000	KYOCERA CORP ADR	501556203	6,581 40	91.350	6,394.50	0.02	95.83	1 50
230.000	LG DISPLAY CO	50186V102	2,452 58	14 480	3,330 40	0 01		
370 000	LAFARGE SA ADR	505861401	3,855.40	16.200	5,994 00	0.02	32.19	0.54
70 000	LATAM AIRLINES GROUP SA ADR	51817R106	1,618 83	23 560	1,649.20	0 01	21 56	1 31
150 000	LENOVO GROUP LTD ADR	526250105	2,004.00	18.300	2,745 00	0 01	50 10	1.82
930 000	LINDE AG-SPONSORED ADR	535223200	14,768 40	17 690	16,451 70	0 06	207.39	1.26
5,010.000	LLOYDS BANKING GROUP PLC	539439109	10,973.40	3.200	16,032.00	0.06		
80 000	LONMIN PLC	54336Q203	1,436 00	4.790	383 20		10 56	2.76
60 000	LUXOTTICA GRP S P A ADR	55068R202	1,801.80	41 350	2,481.00	0 01	36.90	1.49
60 000	MRV ENGENHARIA E PARTICIPACOESSA	553479106	878.40	11 780	706.80		20 76	2 94
170 000	MACQUARIE BANK LTD-ADR	55607P105	4,192.20	37.600	6,392 00	0.02	257 89	4 03
110 000	MAGNA INTERNATIONAL INC-A	559222401	4,222 90	50.020	5,502.20	0 02	121 00	2 20
50.000	MAKITA CORP SPONSORED ADR	560877300	1,924 00	46.450	2,322.50	0.01	40.40	1.74
860 000	MANULIFE FINL CORP	56501R106	11,032 25	13.590	11,687 40	0.04	453 22	3 88
380.000	MARKS & SPENCER GROUP PLC ADR	570912105	4,073.60	12.460	4,734.80	0.02	189 24	4.00
60 000	METSO CORP-SPONSORED ADR	592671101	2,233 20	42.590	2,555 40	0.01	112.26	4 39
340 000	MITSUBISHI CORP-SPONSORED ADR	606769305	13,742.80	38.550	13,107 00	0.05	436.90	3.33
6,200 000	MITSUBISHI UFJ FINL GROUP ADR	606822104	27,500 72	5 420	33,604 00	0.12	830 80	2 47
40.000	MITSUI & CO LTD	606827202	11,586.00	300.500	12,020.00	0.04	455.16	3.79
5,550 000	MIZUHO FINL GROUP INC-SPONSORED ADR	60687Y109	16,090 56	3.660	20,313 00	0.07	754 80	3 72
40 000	MOL HUNGARIAN OIL-SPONS ADR	608464202	1,650.80	41.350	1,654 00	0 01	38.80	2 35
830 000	MTN GROUP LTD-SPONSORED ADR	62474M108	13,975.20	21 450	17,803 50	0.06	1,020 07	5.73
740 000	NTT DOCOMO INC	62942M201	13,362.55	14.410	10,663.40	0 04	489.14	4 59
190 000	NASPERS LTD-SPONSORED ADR	631512100	9,142 40	65 000	12,350 00	0 04	66 12	0 53
1,100 000	NATIONAL AUSTRALIA BANK LTD ADR	632525408	28,765 20	26.360	28,996.00	0.10	2,027.30	6 99
466.000	NATIONAL BANK OF GREECE SA	633643606	1,296.88	1.790	834 14			
360 000	NATIONAL GRID PLC-SPONSORED ADR	636274300	18,147.46	57.440	20,678.40	0 07	1,139 76	5.51

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
90.000	NEDBANK GROUP LTD-SPONSORED ADR	63975K104	1,600 20	22.540	2,028.60	0 01	66 06	3 26
1,690.000	NESTLE SA SPONSORED ADR	641069406	98,645 30	65.170	110,137.30	0.39	2,994.68	2.72
210 000	NEW GOLD INC	644535106	2,466 39	11 030	2,316 30	0 01		
900.000	NEW WORLD DEVELOP CO-SPONSORED ADR	649274305	1,982 00	3.150	2,835.00	0.01	74.70	2 63
370.000	NEWCREST MINING LTD-SPON ADR	651191108	13,138.90	23 610	8,735 70	0 03	112 11	1 28
260 000	NEXEN INC	65334H102	4,381.60	26.940	7,004.40	0.02	52 26	0.75
30 000	NICE-SYSTEMS LTD-SPONSORED ADR	653656108	1,038 90	33 480	1,004 40			
20.000	NIKO RESOURCES LTD	653905109	1,035.00	10.616	212.32			
210 000	NIDEC CORP-ADR	654090109	4,222 89	14 570	3,059 70	0.01	53.13	1 74
470 000	NIPPON TELEG & TELE CORP ADR	654624105	11,758.27	21 030	9,884 10	0.04	400.91	4 06
340 000	NIPPON YUSEN KABUSHIKI KAISHA-SP ADR	654633304	1,791 80	4.650	1,581 00	0 01	26 86	1 70
600 000	NISSAN MOTOR CO LTD ADR	654744408	11,010.00	19.090	11,454.00	0 04	281.40	2.46
1,820 000	NOKIA CORP ADS SER A	654902204	12,277.90	3.950	7,189.00	0 03	322.14	4.48
1,720 000	NOMURA HOLDINGS INC	65535H208	6,552.86	5.870	10,096.40	0.04	79.12	0.78
1,380.000	NORDEA BK AB SWEDEN AB	65557A206	12,420 00	9 610	13,261 80	0.05	380.88	2 87
440 000	NORSK HYDRO AS ADR	656531605	2,384.80	5.080	2,235.20	0.01	45.76	2.05
6,140 000	NOVARTIS AG ADR	66987V109	345,056.05	63 300	388,662 00	1 39	12,930 84	3.33
210 000	NOVO-NORDISK AS ADR-B	670100205	20,980.60	163.210	34,274 10	0.12	384 72	1.12
120 000	TATNEFT-SPONSORED ADR	670831205	3,482 40	42.418 Price as of 12/17/12	5,090 23	0 02	132.72	2 61
690 000	OGX PETROLEO E-SPON ADR	670849108	5,409.60	2.100	1,449.00	0 01		
20 000	OI SA-ADR	670851104	122 76	4.300	86 00		14 72	17 12
330.000	OI SA-ADR	670851203	1,838.49	4.010	1,323.30		247 50	18 70
80 000	OMV AG-BEARER SHRS ADR	670875509	2,809.60	36 700	2,936 00	0.01	84.00	2 86
250 000	LUKOIL ADR	677862104	14,552.90	67.500	16,875.00	0.06	763.50	4.52
110 000	OLYMPUS CORP ADR	68163W109	1,738 10	19.220	2,114.20	0 01		
50 000	ONEX CORP	68272K103	1,680.99	42.270	2,113.50	0 01	5 50	0 26
30.000	OPEN TEXT CORP	683715106	1,574 70	55 887	1,676 63	0 01		
50.000	ORASCOM CONSTRUCTION INDUST-SPON ADR	68554N403	1,955 60	41.950	2,097.50	0.01		
100 000	ORIX CORP-SPONS ADR	686330101	4,397 00	56 640	5,664.00	0 02	53 00	0 94
130 000	POSCO ADR	693483109	10,402.60	82 150	10,679.50	0.04	226.33	2.12
260 000	PTT EXPLORATION & PR SP-ADR	69364V106	2,605 20	10 980	2,854 80	0 01	82 68	2.90
50.000	PAN AMERICAN SILVER CORP	697900108	1,399.00	18.730	936.50		10 00	1.07
1,070.000	PANASONIC CORP ADR	69832A205	11,011 80	6.070	6,494 90	0 02	58 85	0 91

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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
270 000	PDG REALTY SA	70454K109	2,292.30	3.370	909.90		34 02	3.74
400 000	PEARSON PLC ADR	705015105	7,525 00	19.540	7,816 00	0 03	278 00	3 56
160.000	PENGROWTH ENERGY CORP	70706P104	1,652.80	4.970	795.20		77.92	9 80
230 000	PENN WEST PETE LTD NEW	707887105	3,937.49	10.860	2,497 80	0.01	249.32	9.98
120 000	TELEKOMUNIK INDONESIA- SP ADR	715684106	3,914.59	36.950	4,434 00	0.02	131 64	2.97
100 000	PETROCHINA CO LTD ADR	71646E100	12,505 00	143 780	14,378 00	0 05	447 30	3 11
1,020 000	PETROLEO BRASILEIRO SA-ADR	71654V101	22,876.97	19 310	19,696.20	0 07	112.20	0.57
720 000	PETROLEO BRASILEIRO SA ADR	71654V408	17,512.20	19.470	14,018.40	0 05	79 20	0 56
70,000	PEUGEOT CITROEN SA-SPONSORED ADR	716825500	1,712 90	7.450	521.50		84.56	16 21
20 000	PHILIPPINE LONG DISTANCE ADR	718252604	1,309.40	61.310	1,226 20		43.06	3 51
420 000	PING AN INSURANCE GROUP CO-ADR	72341E304	5,795.40	17.190	7,219.80	0 03	42.00	0 58
330 000	PORTUGAL TELECOM SA ADR	737273102	2,404 18	4 980	1,643.40	0 01	175 23	10 66
420 000	POTASH CORP SASK INC	73755L107	20,944.39	40.690	17,089.80	0.06	352.80	2.06
660 000	POWER ASSETS HOLDINGS LTD-SPONS ADR	739197200	5,247.00	8 540	5,636.40	0 02	173 58	3 08
110.000	PRECISION DRILLING TRUST	74022D308	1,255.10	8.280	910.80		22.11	2.43
620 000	PRUDENTIAL PLC ADR	74435K204	12,915 34	28 550	17,701.00	0.06	503 44	2 84
260 000	PUBLICIS GROUPE SA-SPONSORED ADR	74463M106	3,164.20	15.160	3,941.60	0.01	44.72	1.13
560 000	QBE INSURANCE GROUP LTD-SPN ADR	74728G605	8,551 20	11 430	6,400 80	0 02	356.16	5.56
240 000	RWE AKTIENGESELLSCHAF-SPONSORED ADR	74975E303	10,111.30	41.640	9,993 60	0.04	463 44	4 64
40 000	RANDGOLD RESOURCES LTD-ADR	752344309	4,084.00	99.212	3,968 49	0 01	15.20	0 38
170.000	REED ELSEVIER NV-SPONSORED ADR	758204200	4,195.60	29.580	5,028.60	0.02	166.77	3.32
150 000	REED ELSEVIER PLC-SPONSORED ADR	758205207	5,166 00	42 040	6,306.00	0 02	207 45	3 29
397.000	REPSOL SA ADR	76026T205	11,654.87	20.900	8,297.30	0.03	636 79	7.67
230 000	RESEARCH IN MOTION LTD	760975102	5,402.19	11 870	2,730.10	0.01		
90 000	REXAM PLC - SPONSORED ADR	761655406	2,466.90	35 740	3,216.60	0 01	102 96	3.20
70 000	RICOH COMPANY LTD-SPONS ADR	765658307	3,157.70	53 300	3,731 00	0.01	82.04	2.20
690.000	RIO TINTO PLC-SPON ADR	767204100	36,785.07	58.090	40,082.10	0.14	1,141.95	2.85
50 000	RITCHIE BROS AUCTIONEERS	767744105	1,035 00	20 890	1,044.50		24.50	2 35
1,390 000	ROCHE HOLDINGS LTD ADR	771195104	56,615.70	50.500	70,195 00	0.25	2,143.38	3.05
200 000	ROGERS COMMUNICATIONS INC-B	775109200	7,158 00	45 520	9,104 00	0 03	318.40	3.50
180 000	ROLLS-ROYCE HOLDINGS PLC ADR	775781206	10,146.60	71.790	12,922.20	0 05		
110 000	ROSTELECOM-SPONSORED ADR	778529107	3,216 40	24 490	2,693 90	0.01	77 99	2 89
700.000	ROYAL BANK OF CANADA	780087102	33,284 17	60.300	42,210.00	0.15	1,693.30	4.01
430.000	ROYAL BANK OF SCOTLAND ADR	780097689	3,461 67	10 790	4,639.70	0 02		
293 000	ROYAL DSM NV-SPONSORED ADR	780249108	3,839.02	15 540	4,553 22	0 02	115 15	2.53

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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
660 000	ROYAL DUTCH SHELL PLC-SPONSORED ADR	780259107	48,350 15	70 890	46,787.40	0 17	2,270 40	4 85
964.000	ROYAL DUTCH SHELL PLC ADR A	780259206	68,567.30	68.950	66,467.80	0.24	2,818.74	4 24
730 000	KONINKLIJKE ROYAL KPN NV-SPD ADR	780641205	9,920.70	4.980	3,635.40	0 01	557 72	15 34
20 000	RYANAIR HOLDINGS PLC-SP ADR	783513104	557 60	34.280	685.60			
180 000	SKF AB-SPONSORED ADR	784375404	3,902 40	25 340	4,561 20	0 02	100 44	2.20
90 000	SK TELECOM CO LTD ADR	78440P108	1,413.90	15.830	1,424.70	0 01	60 75	4.26
480 000	SSE PLC-SPN ADR	78467K107	10,459 21	23.260	11,164.80	0 04	600 96	5.38
520 000	SABMILLER PLC-SPONSORED ADR	78572M105	19,167.20	46.790	24,330.80	0.09	471 64	1 94
470.000	SANDVIK AB-SPONSORED ADR	800212201	6,185 20	16 150	7,590 50	0 03	180.01	2 37
160 000	SANLAM LTD ADR	80104Q208	2,926.40	26.840	4,294.40	0.02	126.24	2.94
1,180 000	SANOFI-AVENTIS ADR	80105N105	42,068.17	47.380	55,908 40	0 20	1,688.58	3 02
460 000	SAP AG ADR	803054204	27,142.48	80.380	36,974 80	0.13	310.50	0.84
260 000	SAPPI LTD-SPONSORED ADR	803069202	830 99	3 670	954 20			
270 000	SASOL LTD ADR	803866300	12,473.08	43.290	11,688.30	0.04	501.93	4 29
1,180 000	SBERBANK BANK OF RUSSIA	80585Y308	13,180 60	12 560	14,820 80	0 05	228.92	1 54
410.000	SEGA SAMMY HOLDINGS-SPONSORED ADR	815794102	2,378 00	4.180	1,713.80	0.01	40.59	2 37
280 000	SEKISUI HOUSE LTD-SPONSORED ADR	816078307	2,598 40	10 870	3,043.60	0 01	61.88	2.03
180 000	SHAW COMMUNICATIONS INC CL B	82028K200	3,603.60	22.980	4,136.40	0.01	175 68	4.25
200 000	SHINHAN FINL GROUP CO-SPONSORED ADR	824596100	7,752 00	36 640	7,328 00	0 03	101.00	1 38
90.000	SHIRE PLC	82481R106	8,540.10	92.180	8,296.20	0.03	41.40	0.50
180 000	SHISEIDO LTD-SPONSORED ADR	824841407	3,493 80	14 070	2,532 60	0 01	94 86	3 75
400 000	SIEMENS AG ADR	826197501	41,922.00	109.470	43,788.00	0.16	1,145.20	2.61
290 000	SILICONWARE PRECISION-SPONSORED ADR	827084864	1,540 97	5 340	1,548 60	0 01	49.01	3 16
170 000	SILVER WHEATON CORP	828336107	5,174.80	36.080	6,133 60	0 02	47.60	0.78
80 000	SIMS METAL MANAGEMENT LIMITED	829160100	1,156 80	9 860	788 80		12.40	1 57
390.000	SINGAPORE TELECOMMUNICATIONS LTD-ADR	82929R304	9,937.20	27.240	10,623.60	0.04	481.65	4 53
90 000	SMITH & NEPHEW PLC ADR	83175M205	4,142 70	55 400	4,986.00	0 02	90 45	1.81
190 000	SMITHS GROUP PLC-SPONSORED ADR	83238P203	3,009 60	20 010	3,801 90	0.01	111.72	2 94
50.000	SOCIEDAD QUIMICA MINERS CHILE ADR	833635105	2,869.50	57 640	2,882 00	0 01	50 75	1 76
1,720.000	SOCIETE GENERALE -ADR	83364L109	8,971.60	7.820	13,450 40	0 05		
50 000	SODEXHO ALLIANCE SA-SPONSORED ADR	833792104	3,618.00	85 290	4,264 50	0.02	88 50	2 07
490.000	SONY CORP ADR	835699307	9,909 47	11 200	5,488.00	0.02	137.20	2 50
540 000	STATOIL ASA ADR	85771P102	13,911.16	25 040	13,521 60	0 05	488.16	3 61
160.000	STERLITE INDUSTRIES INDIA LTD	859737207	1,443.20	8.610	1,377.60		20 64	1.50
310 000	STMICROELECTRONICS NV-NY SHARES	861012102	2,347 07	7 240	2,244.40	0 01	105 40	4 70

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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
270 000	STORA ENSO OYJ-SPONSORED ADR	86210M106	1,790.10	6 950	1,876.50	0.01	81 00	4.32
140 000	SUBSEA 7 SA-SPON ADR	864323100	3,297 00	24 210	3,389 40	0.01	81.20	2.40
540.000	SUMITOMO CORP-SPONSORED ADR	865613103	6,804.00	12.860	6,944.40	0.02	288.90	4.16
3,270 000	SUMITOMO MITSUI FINL GROUP-SPON ADR	86562M209	18,604 34	7 340	24,001.80	0 09	742.29	3 09
1,680 000	SUMITOMO MITSUI TR-SPON ADR	86562X106	5,712.00	3 450	5,796.00	0.02	144 48	2 49
660 000	SUN HUNG KAI PPTYS LTD-SPONSORED ADR	86676H302	8,857.20	15 340	10,124.40	0 04	258 72	2.55
280 000	SUN LIFE FINL SVCS CANADA	866796105	6,726.78	26 530	7,428.40	0.03	404.60	5.45
760 000	SUNCOR ENERGY INC	867224107	23,292.78	32 980	25,064 80	0 09	398 24	1 59
330.000	SURGUTNEFTEGAZ-SPONSORED ADR	868861105	1,570 80	6.640	2,191.20	0.01	176.22	8.04
360 000	SURGUTNEFTEGAS-SPONSORED ADR	868861204	2,962.80	9 020	3,247.20	0 01	46 08	1 42
270 000	SVENSKA CELLULOSA AB-SPONSORED ADR	869587402	3,653.10	21 980	5,934.60	0 02	135 54	2.28
410 000	SWEDBANK AB-ADR	870195104	5,440.70	19 800	8,118.00	0.03	270 19	3 33
350 000	SWIRE PACIFIC LTD SPND ADR	870794302	4,146.30	12 500	4,375 00	0.02	138.95	3.18
200 000	SWISS RE LTD-SPONSORED ADR	870886108	10,846 00	72.300	14,460 00	0 05	658 80	4 56
110 000	SWISSCOM AG-SPONSORED ADR	871013108	4,631 00	43.250	4,757 50	0.02	218.35	4.59
230 000	SYNGENTA AG ADR	87160A100	14,209 29	80.800	18,584.00	0 07	332.35	1 79
60 000	TDK CORPORATION-SPONS ADR	872351408	2,329.20	36.550	2,193.00	0 01	52.20	2.38
150 000	TNT EXPRESS NV-ADR	87262N109	1,159.58	11 340	1,701 00	0.01	6 15	0 36
2,390 000	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	874039100	29,606.60	17.160	41,012.40	0.15	951 22	2.32
770.000	TAKEDA PHARMACEUTICAL-SP ADR	874060205	18,015.10	22.200	17,094.00	0.06	757.68	4.43
500.000	TALISMAN ENERGY INC	87425E103	7,044.00	11.330	5,665.00	0.02	135.00	2.38
150 000	TATA MOTORS LTD-SPONSORED ADR	876568502	2,817 00	28.720	4,308.00	0 02	50.10	1 16
280 000	TECK RESOURCES LIMITED	878742204	10,133.79	36.350	10,178 00	0 04	251 44	2.47
460.000	TELECOM ITALIA SPA-SPON ADR	87927Y102	5,653.17	9.050	4,163 00	0 01	198 72	4.77
290.000	TELECOM ITALIA SPA-SPON ADR	87927Y201	3,062.98	7.900	2,291 00	0 01	157.18	6.86
190 000	TELECOM CORP NEW ZEALAND LTD ADR	879278208	1,498 66	9 260	1,759 40	0 01	127.30	7 23
140.000	TELEF BRASIL-SPONSORED ADR	87936R106	4,034.80	24.060	3,368.40	0.01	193.20	5.74
2,052 000	TELEFONICA SA ADR	879382208	42,436 59	13 490	27,681 48	0 10	3,400 16	12 28
80.000	TELEKOM AUSTRIA AG-ADR	87943Q109	1,865.60	15.250	1,220.00		54 72	4.48
130 000	TELENOR ASA-SPONSORED ADR	87944W105	6,574 10	60.740	7,896 20	0 03	268 32	3 40
420 000	TELSTRA CORP-ADR	87969N204	6,964 40	22.750	9,555 00	0.03	591.78	6.19
70 000	TELUS CORP-NON VOTE	87971M202	3,675 00	65 140	4,559.80	0 02	179 13	3 93
110.000	TENARIS SA-SPONSORED ADR	88031M109	3,308 80	41.920	4,611.20	0.02	83.60	1 81
1,510 000	TESCO PLC-SPONSORED ADR	881575302	29,626 20	16.580	25,035.80	0 09	995 09	3 97
460 000	TEVA PHARM INDS ADR	881624209	17,885.17	37 340	17,176.40	0 06	369 84	2.15

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
180 000	THOMSON REUTERS CORP	884903105	5,217 98	29 060	5,230 80	0 02	230 40	4 40
80.000	TIGER BRANDS LTD-SPD ADR	88673M201	2,310.40	38 910	3,112.80	0.01	64.16	2.06
80 000	TIM HORTONS INC	88706M103	4,040.14	49 180	3,934 40	0 01	68.24	1.73
80 000	TIM PARTICIPACOES SA	88706P205	2,229.60	19 820	1,585.60	0.01	22.96	1.45
360 000	TOKIO MARINE HOLDINGS INC-ADR	889094108	8,539.20	27 840	10,022 40	0 04	200 52	2 00
450.000	TORONTO DOMINION BANK	891160509	33,625.80	84 330	37,948 50	0.14	1,397.70	3.68
1,040.000	TOTAL SA-SPONSORED ADR	89151E109	54,453 62	52 010	54,090.40	0 19	2,607 28	4 82
680.000	TOYOTA MOTOR CORP ADR	892331307	46,221.68	93.250	63,410.00	0.23	935.00	1.47
60 000	TRACTEBEL ENERGIA SA-ADR	892360108	959 40	16 190	971 40		30 12	3 10
100 000	TRANSALTA CORP	89346D107	2,228.00	15 240	1,524.00	0.01	116.80	7 66
340 000	TRANSCANADA CORP	89353D107	14,881.39	47 320	16,088 80	0.06	600 44	3 73
50 000	TREND MICRO INC-SP ADR	89486M206	1,793.00	30.120	1,506.00	0.01	47.35	3.14
20 000	TSINGTAO BREWERY CO	898529102	1,160 40	59 480	1,189.60		7 02	0 59
150.000	TURKCELL ILETISIM HIZMETLERI AS	900111204	1,930.49	16.140	2,421.00	0.01		
910 000	TURKIYE GARANTI BANKASI AS-SPONS ADR	900148701	3,194 10	5 200	4,732 00	0 02	51 87	1 10
175 000	TURQUOISE HILL RESOURCES LTD	900435108	2,585.58	7.610	1,331.75			
160 000	ULTRAPAR PARTICIPACOES SA-SPONDS ADR	90400P101	3,555 81	22.280	3,564.80	0.01	87 52	2 45
620 000	UNILEVER PLC-SPONSORED ADR	904767704	20,812.59	38.720	24,006 40	0.09	760 12	3.17
790 000	UNILEVER NV NY SHARE F	904784709	26,955 04	38 300	30,257 00	0 11	823 18	2 72
1,200 000	UNITED MICROELECTRON CORP-SP ADR	910873405	2,640.01	1 990	2,388.00	0.01	69.60	2.91
310.000	UNITED OVERSEAS BANK-SPONSORED ADR	911271302	8,424 50	32 850	10,183.50	0.04	295 43	2.90
160 000	UNITED UTILITIES GROUP PLC-ADR	91311E102	3,163 20	22.070	3,531.20	0 01	158.40	4 49
250 000	UPM KYMMENE CORP-SPONS ADR	915436109	3,082.50	11.640	2,910 00	0 01	137 50	4 72
220 000	USINAS SIDER MINAS	917302200	1,460.80	6.220	1,368 40			
140 000	VALEANT PHARMACEUTICALS INTL	91911K102	5,297 60	59 770	8,367.80	0 03		
630.000	VALE SA ADR	91912E105	14,963.45	20.960	13,204.80	0 05	195.30	1.48
178 000	VEOLIA ENVIRONMENT ADR	92334N103	2,753 71	12 240	2,178 72	0 01	134 21	6 16
40.000	VERMILION ENERGY INC	923725105	1,927.52	52 280	2,091.20	0 01	92.56	4 43
2,490 000	VODAFONE GROUP PLC ADR	92857W209	69,842 76	25 190	62,723 10	0 22	3,735 00	5 95
70 000	VOLKSWAGEN AG ADR NEW SPONS	928662303	2,100.70	43.470	3,042 90	0 01	74.48	2 45
390.000	VOLKSWAGEN AG-SPONS ADR PFD	928662402	13,380 90	46 590	18,170.10	0.06	231 66	1 27
670.000	VOLVO AB ADR	928856400	8,086.90	13.670	9,158.90	0.03	250.58	2.74
120 000	WPP PLC-SPONSORED ADR	92933H101	6,168 19	72.900	8,748 00	0 03	242 88	2 78
330 000	WAL-MART DE MEXICO SA-SPONS ADR	93114W107	8,236 80	32 780	10,817.40	0.04	106.26	0.98
540 000	WESTFIELD GROUP-ADR	960224103	8,650 80	22 200	11,988 00	0.04	514 08	4 29

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
Custody Holdings (Continued)								
290 000	WESTPAC BANKING CORP-SPONS ADR	961214301	33,587.80	137.910	39,993.90	0 14	2,484.43	6.21
240 000	WIPRO LTD-ADR	97651M109	2,374 58	8 760	2,102.40	0 01	26 88	1 28
1,320.000	WOLSELEY PLC SPONSORED ADR	977868207	4,140.00	4.730	6,243.60	0.02	106.92	1 71
147 000	WOLTERS KLUWER NV-SPONSORED ADR	977874205	2,638 72	20 670	3,038 49	0.01	108.49	3 57
310 000	WOODSIDE PETROLEUM-SPONSORED ADR	980228308	11,321.20	35.740	11,079 40	0.04	349 37	3.15
60 000	WOORI FINANCE HOLDINGS-ADR	981063100	1,703.40	33.350	2,001.00	0 01	29.64	1.48
360 000	YAMANA GOLD INC	98462Y100	5,302.19	17.210	6,195 60	0 02	93.60	1.51
100 000	YANZHOU COAL MINING CO-SPONSORED ADR	984846105	2,432.00	17 080	1,708 00	0 01	81 20	4 75
90.000	YARA INTERNATIONAL ASA-SPONSORED ADR	984851204	4,350.60	49.740	4,476.60	0.02	86.94	1.94
830 000	ZURICH INSURANCE GROUP AG-ADR	989825104	19,164 70	26 800	22,244.00	0 02-		
TOTAL EQUITIES			$5,293,452.17		$5,992,934.76	21.37%	$176,434.74	
TOTAL FOREIGN ASSETS			$5,314,921.28		$6,012,616.06	21.44%	$176,735.44	
TOTAL ACCOUNT HOLDINGS			$23,066,284.97		$28,059,316.95	100.00%	$766,557.98	

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bility to you.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
STATE STREET RECEIPT ADJUSTMENT	270.
BAC TYE INCOME ADJ	6,854.
BAC TYE SALES ADJ	11,379.
BAC UIT ADJUSTMENT	149.
STATE STREET ADJUSTMENT FOR LOOMIS PROCEEDS	82,686.
TOTAL	101,338.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADJUSTMENT FOR OUTSTANDING CHECKS	16,326.
STATE STREET TYE INCOME AND COST ADJ	465.
BAC ACCRUED INTEREST	649.
BAC COST ADJ	8,968.
BOOK VALUE ADJUSTMENT	12,595.
ADJUSTMENT FOR LOOMIS GAIN	14,682.
ROUNDING	1.
TOTAL	53,686.

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
RAYMOND CONSIDINE, EXECUTIVE DIRECTOR,
ADDRESS:
C/O CHARLES H HOOD FOUNDATION,SUITE 208
95 BERKELEY ST.,BOSTON, MA 02116
FORM, INFORMATION AND MATERIALS:
STANDARD APPLICATION-FORMS AVAILABLE ONLINE AT
WWW.TMFGRANTS.ORG/HOOD
SUBMISSION DEADLINES:
APRIL AND OCTOBER OF EACH YEAR
RESTRICTIONS OR LIMITATIONS ON AWARDS:
AWARDS GIVEN FOR PEDIATRIC RESEARCH.

CHARLES H. HOOD FOUNDATION
95 Berkeley Street, Suite 208 Boston, MA 02116

Child Health Research Awards Program
$150,000 awards at $75,000 per year (inclusive of 10% indirect costs)

Application Guidelines

Award Period: January 1, 2013 – December 31, 2014

Online Application Deadline: Monday, September 24, 2012

Up to five $150,000 two-year grants ($75,000 per year, inclusive of 10% overhead) will be made to researchers who are within five years of their first faculty appointment (inclusive of previous positions) on January 1, 2013. Applicants must be working in nonprofit academic, medical or research institutions in the six New England states (Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, and Connecticut).

PLEASE NOTE: Hospital divisions may select no more than two Applicants to submit proposals. There are no limitations on departmental or institutional submissions.

Statement of Purpose
The Charles H. Hood Foundation was incorporated in 1942 to improve the health and quality of life for children through grant support of New England-based pediatric researchers. The Foundation is proud to have launched the careers of promising junior faculty whose research findings have contributed to significant improvements in child health. To-date, the Program has supported 551 Awards.

Research Focus
Clinical, basic science, public health, health services research and epidemiology projects must be hypothesis-driven with **relevance to child health**.

Eligibility Requirements
United States citizenship or residency is not required.

The Applicant must hold a doctoral degree with a demonstrated **level of independence** confirmed by the Department or Division Chair. Applicants may contact the Program Officer, Gay Lockwood (GLockwood@hria.org) with questions regarding investigator-stage appropriateness. The Applicant's **potential for a lifetime career as an investigator in pediatric research** is also critical in the review process. The Department or Division Chair's letter of recommendation must include an assessment of the Applicant's potential to succeed in a clinical, health services or basic science research career. In addition, the Chair must complete a form that confirms the Applicant's independence as well as the **Institution's level of commitment to the Applicant**.

A publication record substantiating the Applicant's abilities should accompany the grant submission. Although this may not be available for new areas of inquiry, a demonstrated ability to plan, execute and report research data is an important consideration in evaluating potential for future success.

Applicants may submit only once to the Hood Foundation regardless of project focus unless specifically invited back by the Scientific Review Committee. The Foundation will not consider an uninvited resubmission or an application on a different topic from someone who previously applied. Therefore, Applicants who are just beginning their faculty positions may wish to defer applying until they have a stronger application.

- **Applicants holding the Ph.D.**
  By January 1, 2013, Applicants must be employed at least four days each week (0.8 full-time equivalent) at a nonprofit academic, medical or research institution in New England and be within <u>five years</u> of their <u>first</u> faculty appointment. This five-year window, between January 1, 2008 and January 1, 2013, begins on the date of the first faculty appointment, regardless of job title or place of employment and includes all previous academic faculty positions as well as any independent research positions in a for-profit company. If a faculty appointment was given during a portion of the fellowship training, these years must be included as part of the five-year window of eligibility. *Examples of faculty appointments include the titles of* Instructor, Assistant Professor, Associate Research Scientist and other equivalent positions.

  Appointments are also cumulative so if an Applicant held a faculty appointment at one institution but then changed focus and/or entered a training situation prior to accepting a second faculty appointment, the first appointment must be included as part of the five-year period of eligibility. A current Fellow must provide evidence of a salaried faculty appointment commencing on or before January 1, 2013.

  If an Applicant has been on medical or family leave, or if research was interrupted for other reasons, this period of absence does not count towards eligibility. Please address any gaps in work history in the Personal Statement on the Biosketch. The Department or Division Chair's letter must also confirm both the duration of the leave of absence and Applicant eligibility.

- **Applicants / Physician-Scientists holding the M.D.**
  At some institutions, physicians are given a faculty title such as "Instructor" during their fellowship training years solely for the purpose of patient care oversight. The Hood Foundation views this period as training and, therefore, these years are not included in the five-year window of eligibility. The first paragraph of the Department or Division Chair's letter must document the start date of the fellowship, the date when fellowship training

was completed and the total number of years the Applicant served as faculty following completion of fellowship training.

By January 1, 2013, Applicants must be employed at least four days each week (0.8 full-time equivalent) at a nonprofit academic, medical or research institution in New England and be within five years of their first faculty appointment, exclusive of any fellowship years with a faculty title. Appointments are also cumulative and leaves of absence (as noted above in "Applicants holding the Ph.D.") are not considered part of the five-year faculty appointment period.

Concurrent, Pending and Post Award Funding
Child Health Research Awards are for the purpose of jump-starting an investigator's career and are not intended for the support of an established investigator.

Concurrent Federal and Non-Federal Support
Applicants are ineligible if they have combined federal and non-federal funding totaling $500,000 or more in direct costs over the two years of the Award. This figure refers to external funding only and not an Applicant's start-up package, other intramural support or the Hood Award.

Applicants are ineligible if they are currently or have previously been designated as Principal Investigator or Co-P.I. on an R01, P01, Pioneer Award, New Innovator Award or equivalents from federal agencies such as the National Science Foundation (NSF) or Department of Defense (DOD).

Pending Multi-Year Support
Applicants who have pending R01s or other large applications to the NIH and other agencies are encouraged to submit proposals to the Charles H. Hood Foundation. If **notified on or prior to October 16, 2012** that they have been successful in securing R01 or comparable multi-year grant support, the application to the Child Health Research Awards Program will be disqualified.

Pending Federal and Non-Federal Support
When Applicants are **notified on or prior to October 16, 2012** that they have been successful in securing federal or non-federal grant support with a combined total of $500,000 in direct costs over the two-year duration of the Hood Award, applications to the Child Health Research Awards Program will be ineligible for review. Notification of funding **after** October 16, 2012 will not impact eligibility for a Hood Award. **It is the responsibility of Applicants to contact the Program Officer at GLockwood@hria.org as soon as they are notified of any new funding.**

Post Hood Award Support
Following receipt of a Child Health Research Award, selection as a Howard Hughes Investigator or receipt of other funding that approaches the dollar amount of an HHMI appointment may result in cancellation of the Hood Award.

Award Selection Criteria
As previously noted, Applicants must show potential for a future career as an independent investigator in research relevant to child health. In recent cycles, approximately 12 – 16% of submissions were funded. The following criteria are also used to evaluate applications:

1. a clearly stated hypothesis, based on sound precedents and supported by relevant literature;
2. objectives that are technically feasible;
3. personnel who are qualified to carry out the proposed research; and
4. adequate project and institutional support.

Notification to Applicants
The online grant submission system will notify applicants once the upload is received. Final notification to Award Recipients will occur in early December by telephone followed by an emailed Award Agreement. Unsuccessful applicants will receive email notification. Critiques of the grant applications are not provided to successful or unsuccessful candidates. **Please Note**: if the Applicant is unable to accept the Award, the Award will not be transferred to another investigator involved in the research project.

Publications
Publications or presentations resulting from research supported by this Award must acknowledge support from the **Charles H. Hood Foundation, Inc., Boston, MA**.

Terms of the Award
Please download "Terms of the Award" from www.tmfgrants.org/Hood for information regarding use of the Award funds, indirect costs, payment schedule, reporting schedule, and other Awardee and Institutional requirements. *Frequently Asked Questions* may also be found at this site.

Application Instructions

DEADLINES

September 24, 2012 (*12:00 Noon, U.S. Eastern Time*)	**Applicant's Online Submission**
September 27, 2012 (*5:00 p.m., U.S. Eastern Time*)	**Applicant's Mailed Copies to be received by the Hood Foundation**

Online Submission
The complete application process requires an online submission as well as two hard copies of the uploaded PDF with original signatures on one of the Application Face Sheets. The online version must be uploaded by **Monday, September 24, 2012 at 12:00 Noon, U.S. Eastern Time.** Before beginning the online submission, download and save the "Application Forms" which can be found at http://www.tmfgrants.org/Hood.

Use one of the following links to begin or continue the application process:

Start a new application: https://www.grantrequest.com/SID_738/?SA=SNA&FID=35037
Return to a saved application: https://www.GrantRequest.com/SID_738?SA=AM

The following sections must be completed for the online submission:

1. **Institution's Tax ID Number**

2. **Eligibility Quiz**

3. **Application Data**: Institution where proposed research will be conducted, Applicant's contact information and educational background

4. **Research Project Information**: Project title, key words, scientific and non-technical project summaries

5. **Certification**: Applicant's initials to confirm accuracy of submitted information

6. **Attachments (Document Upload)**: The documents and forms listed in items *i – xiii* must be combined and converted into ONE PDF file in the order below for upload. Name this document "LastName, FirstName.pdf" (e.g., Smith, Jane.pdf). **Before converting to PDF, make sure all pages are numbered sequentially**.

   i. **Application Face Sheet**: Signatures are required at the time of the upload. The Face Sheet is the first page of the application and all information must be typed.

   The Application Face Sheet must be completed and signed by the Applicant as well as the Authorized Institutional Representative administratively responsible for research oversight. The contact information for the Institutional Officer to Receive Funds must also be included (make sure to add emails).

   ii. **Table of Contents**: Follow the Table of Contents and **number ALL pages** beginning with the Application Face Sheet as Page #1.

   iii. **Research Project Summary and Performance Sites**: Complete this form according to the instructions at the top of that page. This summary will be posted on our website if the project is funded (*maximum of 300 words*).

   iv. **Non-Technical Project Summary**: Prepare a lay-language description of the proposed research that can be understood by the general public (*maximum of 200 words*).

v. **Applicant Independence / Institutional Commitment Form**: The Department or Division Chair must complete this form and forward it to the Applicant for upload with the Letter of Recommendation.

vi. **Items included in Recommendation Letter from Department or Division Chair** (*whose name is noted on the Application Face Sheet*):

1. Applicant's qualifications to conduct the proposed research
2. potential of Applicant to succeed in a health services, basic science or clinical research career
3. confirmation of Applicant's faculty appointment *(inclusive of previous positions)* for no more than five years by January 1, 2013
4. confirmation of any leaves of absence
5. additional comments, if applicable, regarding faculty / fellowship years

vii. **Additional Recommendation Letter**: This letter should also include a section that addresses the Applicant's potential to succeed in a health services, basic science or clinical research career. **Only one recommendation letter**, in addition to the Chair, will be accepted.

viii. **Letters of Collaboration / Confirmation of Outside Resources**: Applicants are required to submit letters confirming the availability of resources outside their institutions; and a letter confirming any significant collaborative relationship, either within or outside the Applicant's institution. These are brief letters (up to one page) which may only address the issues above. Any letter of collaboration written in the form of a recommendation letter will be removed from the application.

ix. **Applicant Biosketch** (*not to exceed 4 pages*): The R01 PHS 398/2590 (Rev. 06/09) Biographical Sketch form may be used. Include Name, Position Title, Education / Training, Personal Statement, Positions / Honors, and up to 15 Selected Publications in chronological order. List publications in the following categories: a) peer-reviewed articles, b) non peer-reviewed articles such as reviews and book chapters, and c) abstracts within the last two years. Citations should include all authors, year, title, journal, volume and inclusive pagination. The **Applicant's name** should be in caps or bolded in the list of authors.

Within the "**Personal Statement**," please comment on the percent effort devoted to the proposed project and clarify how this project fits within your personal goals and priorities. Address any gaps in work history in the Personal Statement.

x. **Current and Pending Support**: Complete this form by listing ongoing and pending projects along with their overall goals and responsibilities of the Applicant. **Clearly describe any scientific or budgetary overlap**.

xi. **Budget Forms A1 – C**: Complete these forms for both years of the project. For projects whose total costs exceed $75,000 per year, list the other sources of support on Form B. Indirect costs (institutional overhead) may not exceed 10% of direct costs or $6,818 per year. Total support from the Hood Foundation, including overhead, is $75,000 per year. Please refer to "Terms of the Award" for budget guidelines.

xii. **Research Proposal (maximum of 6 pages, excluding the bibliography of references)**: Proposal sections include Specific Aims, Background and Significance, Preliminary Studies, Research Design and Methods, Potential Limitations and/or Pitfalls, Relevance to Child Health, and Literature Cited. Include all figures, graphs, tables, and images in the six pages.

Use Ariel as the font style and a size no smaller than 11 as the size shrinks when converted to PDF. Use single or double spacing within paragraphs and double spacing between paragraphs; margins must be at least one inch on all four sides. Figures, legends, tables, and the bibliography may use a smaller but readable font. Include the Applicant's full name at the top of each page.

xiii. **Optional Links to Publications**: You may provide the links to two publications (in press or published) relevant to this application) at the end of the Research Proposal section following "Literature Cited".

Submission of Printed Copies

On or before **Thursday, September 27, 2012 at 5:00 p.m., U.S. Eastern Time** (please note different date from online submission deadline), the Hood Foundation must receive two securely stapled, two-sided copies of the document that was uploaded. One copy must contain original signatures on the Application Face Sheet. The recommendation letters may have scanned signatures.

Do not send any USPS packages that require a signature confirmation.

Direct any Questions and Submit Copies to:

Gay Lockwood, Senior Program Officer
Charles H. Hood Foundation
95 Berkeley Street, Room 208
Boston, MA 02116
GLockwood@hria.org ♦ 617-695-9439

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

2012 CHARLES H. HOOD FOUNDATION GRANTS

Taxpayer's I.D. Number: 04-3507847, Charles H. Hood Foundation, Inc.
Sheet Number 1 of Attachment to Form 990-PF (2012)

CHILD HEALTH RESEARCH AWARDS

Janghoo Lim, Ph.D. Yale University *Molecular Pathogenesis Studies of Childhood Neurological Disorders; Rett and Angelman Syndromes*	$75,000 Year 1
Arvin Garg, M.D., M.P.H. Boston Medical Center *Do Basic Unmet Material Needs and Social Safety Nets Influence Child Maltreatment Risk? A Nested Case-Control Study*	$75,000 Year 1
Jonathan Comer, Ph.D. Boston University *A Controlled Trial of Telemethods to Expand the Availability of Parent-Child Interaction Therapy for Disruptive Preschoolers*	$75,000 Year 1
M. Kyle Hadden, Ph.D. University of Connecticut *Vitamin D3 Analogues as Hedgehog Pathway Inhibitors*	$75,000 Year 1
Roger Edwards, Sc.D. Northeastern University *Use of a Computer Agent to Promote and Support Breastfeeding*	$75,000 Year 1
Michael Talkowski, Ph.D. Massachusetts General Hospital *Prospective Study of Genomic Aberrations during Prenatal Gestation*	$75,000 Year 1
Thomas Maresca, Ph.D. University of Massachusetts Amherst *Detecting and Correcting Errors During Cell Division*	$75,000 Year 1
Stephen Van Hooser, Ph.D. Brandeis University *The Impact of Genes and Experience on the Development of Brain Circuits*	$75,000 Year 1

Child Health Research Awards (continued)

Chunling Lu, Ph.D. Brigham and Women's Hospital *The Effectiveness of Community Financing Approach in Improving Child Nutrition Status in Rwanda.*	$75,000 Year 1
Yee-Ming Chan, M.D., Ph.D. Boston Children's Hospital *Kisspeptin as a Novel Tool for the Evaluation of Delayed Puberty*	$75,000 Year 1
John Harris, M.D., Ph.D. University of Massachusetts Medical School *Targeting the IFN-Gamma Signaling Pathway for the Treatment of Vitiligo*	$75,000 Year 2
Jeffrey Dvorin, M.D., Ph.D. Children's Hospital Boston *Functional Characterization of an Essential Protein Kinase in the Malaria Parasite Plasmodium Falciparum*	$75,000 Year 2
Dimitrios Iliopoulos, Ph.D. Dana-Farber Cancer Institute *Identification of Novel Molecular Circuits in Pediatric Ulcerative Colitis*	$75,000 Year 2
David Skurnik, M.D., Ph.D. Brigham and Women's Hospital *Broad-Spectrum Immunoprophylaxis and Therapy for Bacterial Meningitis in Neonates*	$75,000 Year 2
Julie Goodwin, M.D. Yale University School of Medicine *The Role of the Endothelial Glucocorticoid Receptor in the Development of Atherosclerosis*	$75,000 Year 2
Katie McLaughlin, Ph.D. Children's Hospital Boston *Neurobiological Mechanisms Linking Adverse Childhood Experiences to Adolescent Mental Disorders*	$75,000 Year 2
Valerie Schumacher, Ph.D. Children's Hospital Boston *A Role for Stauffer 2-Containing RNA Granules in Chronic Kidney Disease*	$75,000 Year 2

Child Health Research Awards (continued)

Zhu Wang, Ph.D.
Connecticut Children's Medical Center — $75,000
Statistical Methods for Postoperative Morbidity after Cardiac Surgery in Children — Year 2

Elisa Boscolo, Ph.D. — $75,000
Children's Hospital Boston — Year 2
NOTCH Signaling during Pathological Blood Vessel Formation and Maturation

Irina Bezsonova, Ph.D. — $75,000
University of Connecticut Health Center — Year 2
The Role of Usp7 in Pediatric Neuroblastoma

Total Child Health Research Awards, $1,500,000

PEDIATRIC FELLOWSHIPS

Harvard University, Edel Hyland, Ph.D., *"Targeting Antibiotic Resistance by Defining the Molecular Basis for Segregation Dependent Plasmid Incompatibility in Bacteria"* ($52,000, Year 2) (Cambridge, MA)

Harvard University, Nadine Gogolla, Ph.D. *"Multisensory Integration Deficits in Autism: Molecular Mechanisms of Postnatal Development,"* ($52,000, Year 2) (Cambridge, MA)

Broad Institute of MIT and Harvard, Alon Goren, Ph.D. *"Chromatin Regulatory Circuits in Mammalian Pre-implantation Development"* ($53,500, Year 1) (Cambridge, MA)

Harvard University, Ekaterina Toropova, Ph.D., *"Structural Basis for the Regulation of the Molecular Motor Dynein by Lis1"* ($52,000, Year 1) (Cambridge, MA)

Total Fellowships, $209,500

MAJOR GRANTS

Camilia Martin, M.D., Beth Israel Deaconess Medical Center, *"Prevention of Disease in Premature Infants through Lipid Nutritional Strategies"* ($240,000, Year 2) (Boston, MA)

Major Grants (continued)

David Goodman, M.D., The Dartmouth Institute, *"Improving Children's Health through Restoring Pediatric Leadership in Mentoring Health System Performance"* ($240,000, Year 2) (Lebanon, NH)

Amir Lahav, Sc.D., Ph.D., Brigham and Women's Hospital, "Can Exposure to Womb-like Maternal Sounds Enhance Growth, Development and Long-Term Outcomes in Extremely Premature Infants?" ($240,000, Year 1) (Boston, MA)

Total Major Grants, $720,000

TOTAL GRANTMAKING IN 2012, $2,429,500.00

Charles H. Hood Foundation

(10 23 12)

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☒

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: CHARLES H HOOD FOUNDATION

Employer identification number (EIN) or: 04-3507847

Number, street, and room or suite no If a P O box, see instructions: 95 BERKELEY STREET SUITE 208

Social security number (SSN):

City, town or post office, state, and ZIP code For a foreign address, see instructions: BOSTON, MA 02116

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ RAYMOND CONSIDINE, EXEC DIR.

Telephone No ▶ (617) 695-9439 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2012 or

▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 53,023.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 43,023.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 10,000.

Caution If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions CHARLES H HOOD FOUNDATION	Employer identification number (EIN) or 04-3507847
	Number, street, and room or suite no If a P O box, see instructions 95 BERKELEY STREET SUITE 208	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BOSTON, MA 02116	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

- The books are in the care of ▶ US TRUST FIDUCIARY TAX SERVICES
  Telephone No. ▶ (617)695-9439 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶ 08/06/2013